

FRAYS ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: 23 MAY 2023

Version history

Date	Purpose	Changes overview	Approval date
September 2019	-	-	Effective date 1 September 2019
September 2021	Annual review	Committee terms of reference: leadership group – reviewed and updated.	Approved by Board of Directors 21 September 2021
May 2023	Review	Constitutions of LGBs updated and All Saints CE Primary School added. Updated vision and values and governance structure added.	Approved by Board of Directors 23 May 2023

The Schemes of Delegation have been drafted by Winckworth Sherwood and approved by LDBS Frays Academy Trust Board. These are not to be used by other organisations without the express permission of both organisation.

PART 1: INTRODUCTION AND EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION

INTRODUCTION AND EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION

1. LDBS FRAYS ACADEMY TRUST (referred to herein as the “**Trust**”) is a multi-academy trust. It is responsible for the running of a number of academies (referred to here as the “**Academies**”) which are schools. The use of the word “Academies” in this document serves as a reminder that the Academies are operating within a Multi Academy Trust structure. However, the Academies will also be known as Schools for day to day purposes.
2. The Trust is a company limited by guarantee (Company Number **08335073**) and a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
3. The Trust’s constitution is set out in its **Articles of Association**, which delegate responsibility for the governance and management of the Trust to the **Trustees**.
4. The Trustees have put in place this **Scheme of Delegation** to provide clarity as to the roles and responsibilities of those involved in the governance of the Academies and how decisions are made.
5. The purpose of good governance is to:
 - 5.1. determine the vision and values of the Trust;
 - 5.2. support leadership in determining and fulfilling the strategic direction of the Trust;
 - 5.3. hold leadership to account and ensure staff well-being; and
 - 5.4. oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.
6. An overview of the governance structure is set out in the attached structure chart.
7. The **Members** of the Trust oversee the Board of Trustees (the “**Trust Board**”), holding the Trustees to account and ensuring that the values and ethos of the Trust are upheld and the distinctiveness of the Academies is preserved.
8. The Trust Board is the accountable body within the Trust and is responsible for the good governance of the Trust and its Academies.
9. The Trust Board delegates aspects of governance and the day to day oversight of school leadership in each school to a local governing body (referred to as the “**Local Governing Body**”).
10. To ensure effective collaboration and the dissemination of good practice, headteachers meet as a **Leadership Group** and some strategic decision making responsibility is vested in this group. It is intended that this group meet regularly and Chairs of Local Governing Bodies will be invited to attend two of these meetings a year to provide an opportunity to consider the impact of the Trust as a whole and how it is meeting the needs of its communities with the view to supporting the Trust Board in making strategic decisions about the future priorities for the Trust and its Academies.
11. A **Summary of Key Delegated Responsibilities** is attached.

12. A **Leadership and Governance Decision Planner** is attached to aid swift decision making.
13. This Scheme of Delegation applies to each Academy. Its effective date is noted on the first page and it will be reviewed from time to time by the Trust Board. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Trustees to act freely and in the best interest of the Trust, in so far as the Trustees are able they agree to abide by the provisions of it and will consult the Local Governing Bodies on any significant changes.
14. This Scheme of Delegation is formed of a number of component parts, effectively comprising a Trust governance and leadership handbook. By way of summary, it contains or references the following:
 - 14.1. This Introduction and Executive Summary: Purpose of the Scheme of Delegation;
 - 14.2. The Trust's Governance Principles: Vision and Values
 - 14.3. Governance and Management Structure: Roles and Responsibilities
 - 14.4. Supervision and Intervention: Accountability
15. Appended to this Scheme of Delegation are the following:
 - 15.1. Trust Structure Chart
 - 15.2. Tables of Key Delegated Responsibilities
 - 15.3. Leadership and Governance Decision Planner
 - 15.4. Financial Manual
 - 15.5. Committee Terms of Reference:
 - 15.5.1. Local Governing Body
 - Appendix A:
 - Composition of Local Governing Body of All Saints CE Primary School
 - Composition of Local Governing Body of Beechwood Primary School
 - Composition of Local Governing Body of Keep Hatch Primary School
 - Composition of Local Governing Body of St Martin's CE and Laurel Lane Primary Schools
 - Composition of Local Governing Body of St Matthew's CE and Cowley St Laurence CE Primary Schools
 - 15.5.2. Audit Committee
 - 15.5.3. Leadership Group
 - 15.6. Trustee and Governor Codes of Conduct

FRAYS ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: JUNE 2023

PART 2: GOVERNANCE PRINCIPLES: VISION AND VALUES

The Schemes of Delegation have been drafted by Winckworth Sherwood and approved by LDBS Frays Academy Trust Board. These are not to be used by other organisations without the express permission of both organisation.

GOVERNANCE PRINCIPLES: VISION AND VALUES

1. Vision and Values

1.1 Frays Academy Trust is a Church of England Multi-Academy Trust. Our values are:

Honesty We evaluate leadership and teaching critically to enable schools to inspire our children. We have a feedback culture where feedback is given with integrity, thoughtfulness and honesty.

Oppportunity We welcome, research and seek innovation. Each of our schools brings a wealth of experience, difference and insight to shape the future of Frays

Positivity We collaborate with each other to innovate. Our children and staff have a growth mindset and a “can do” approach.

Equality We are building an inclusive culture that encourages, supports and celebrates the diversity within our schools and teams. We build aspiration for all our children to achieve.

1.2 Our vision:

Strength in Partnership

We believe in and will create partnerships, making use of these to collaborate and share innovation to get the best outcomes for our children.

Our leaders and staff will work together across schools to learn from evidence- based research.

Our strong Christian ethos means that we place the worth of every individual at the centre of all that we do and will create partnerships with faith and non-faith based groups which help our children and staff to

Investment in Character

We prepare our children for their future building courage, resilience and raising aspirations through a well-planned curriculum.

We support our staff to develop courage and resilience through a learning and growth culture.

Our schools support our parent communities to develop resilience and their learning to enable children to flourish and reach their potential.

Excellence in Learning

All of our schools have an inspiring and innovative curriculum which enables each child to flourish and reach their potential.

Our schools make the best use of digital technology to support learning.

Our children develop strong cultural capital and are secondary-ready.

2. Founding Principles and Principles for Effective Partnership

2.1 The Trust has been established in light of a number of “founding principles”.

2.2 The Academies¹, and those responsible for the governance and management of the Trust and the Academies, have committed to working in partnership, supporting one another. There are clear underlying principles around how that partnership will work.

3. Mutual Respect and Distinctiveness

3.1 Each Academy is unique and serves its community. The Trust will seek to preserve and protect each Academy’s distinctiveness and will be respectful of each Academy’s respective ethos and mission. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust’s mission, vision and values, recognising that each Academy has both strengths and weaknesses. In so far as practicable, those with leadership and governance responsibilities will strive for consensus in decision making.

4. Transparency

4.1 All those involved in the running and oversight of the Trust and the Academies will be open and honest in their dealings with each other, at all times acting in good faith and recognising the value of independence and separation in relation to decision making.

5. Subsidiarity and Earned Autonomy

5.1 Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of solidarity and support for the common good, avoiding unnecessary bureaucracy and aiming in so far as possible to make changes to established practices only where it can be demonstrated there is a reasonable need and in order to learn from experience or adapt to changing circumstances. The Trust adopts a policy of earned autonomy and where governance responsibility is delegated appropriate decision making authority will be given. The parameters of such authority will be clear and those to whom responsibility is given will be required to report to those who retain overall responsibility and accountability.

6. Solidarity

6.1 All those with responsibility for the Trust and the Academies share a particular commitment to the mutual support of all Academies for whom the Trust is responsible, especially those that are in need of assistance at any particular time.

7. The Common Good

7.1 All recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible, but of all of the families and communities in the areas served by the Trust. The Trustees will ensure that common

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action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.

FRAYS ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: 1 SEPTEMBER 2019

PART 3: GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES

The Schemes of Delegation have been drafted by Winckworth Sherwood and approved by LDBS Frays Academy Trust Board. These are not to be used by other organisations without the express permission of both organisation.

GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES

1. Overall Structure

- 1.1 The nature of the Trust as a company running multiple Academies¹ means there are many governance and management layers.
- 1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no day to day management responsibilities.
- 1.3 Decision making and accountability rests with the “**Trustees**”, who are trustees for charity law purposes and company directors registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of education and the expenditure of public money. The Trustees are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Trustees meet as a board of Trustees (the “**Trust Board**”).
- 1.4 The Trustees delegate aspects of governance and the day to day oversight of school leadership in each Academy to a local governing body (referred to as the “**Local Governing Body**”).
- 1.5 Other committees established by the Trust Board may be tasked with fulfilling particular functions or advising the Trustees on strategic matters.
- 1.6 To encourage collaboration and develop local leadership capacity particularly with the view to improving and sustaining standards of teaching and learning and deciding strategic vision, a “**Leadership Group**” has been formed comprising the Academy Headteachers and those with executive responsibilities within the Trust. Some decision making responsibility may be delegated directly to the Leadership Group or otherwise to the Headteachers by the Trust Board or the respective Local Governing Body.
- 1.7 A diagram setting out the Trust’s governance structure and a summary of how key decisions are made (the “**Leadership and Governance Decision Planner**”) are attached.

2. Role of Members

- 2.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled. Whilst the Members have limited legal and financial responsibility for the affairs of the Trust, the Department for

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Education recommends that there is some distinction between the Members and the Trustees as “this enables members who are independent of the trustees to provide challenge and scrutiny to the board” (Governance Handbook January 2017).

- 2.2 The Members have responsibility for appointing and removing Trustees. This will be undertaken in accordance with any policy or practice adopted by the Trust Board from time to time.

3. Role of Trustees

- 3.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes taking existing schools into the Trust and opening new schools). The Trustees have the power to direct change where required.
- 3.2 There are no “terms of reference” for the Trust Board as the detail for the organisation of meetings of the Trustees is set out in the Articles of Association. These determine meeting frequency, quorum and the appointment of a chair and vice chair. For ease of reference, the Trust Board is required to meet at least 3 times a year and quorum for any meeting is the greater of 3 and a third of the Trustees appointed at any one time.
- 3.3 A summary of the key responsibilities of the Trustees is set out in the attached **Table of Key Delegated Responsibilities**.
- 3.4 All Trustees must comply with the **Trustee Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.

4. Role of Governors

- 4.1 The role of a Governor within the Trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Governing Bodies for each of the Academies (or in groups where Academies are working closely together), for the most part made up of individuals drawn from the Academy’s community, both as elected and appointed members.
- 4.2 Those serving on the Local Governing Body are accountable to the Trustees and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.
- 4.3 As a matter of general principle, the Local Governing Body will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.
- 4.4 A summary of the key responsibilities of the Governors is set out in the attached **Table of Key Delegated Responsibilities**. For the purposes of contracting with third parties, the Local Governing Body has authority to act to fulfil its responsibilities and make the decisions it is authorised to make as set out in the Leadership and Governance Decision Planner and the Trust’s Financial Regulations Manual (which will be compliant with the Education & Skills Funding Agency’s **Academies Financial Handbook**).

4.5 All Governors must comply with the **Governor Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.

4.6 Terms of Reference regulating the composition of the Local Governing Body and how it conducts business are also appended to this Scheme.

5. Committees and Further Delegation

5.1 Terms of Reference for the other committees established by the Trustees, including the Leadership Group, are appended to this Scheme of Delegation.

5.2 The Local Governing Bodies may establish any sub-committees in consultation with the CEO and may retain committees operating prior to joining the Trust. The Local Governing Body is encouraged to form working groups to deliver specific projects if required, whether in conjunction with the Trust Board or alone, and subject to any guidance offered by the Trust Board from time to time.

5.3 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme and in particular the relevant Terms of Reference is likely to lead to a removal of delegated authority. No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local Governing Body (or other committee) which would have been valid if that alteration or withdrawal had not been made.

5.4 As a matter of general principle, the Local Governing Body and the Academy more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.

6. Executive Team

6.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive or management functions of the Trust. For the most part, this responsibility will fall on the Headteachers of the Academies, supported by the school leadership teams. Certain functions relating to the leadership and management of the Trust itself or which relate to the activities of more than one Academy will be undertaken by an **“Executive Team”, supported by the Chief Operating office and by the “ Head of Finance”** (a senior executive leaders).

6.2 The Chief Executive Officer will be the **“Accounting Officer”** for the Trust, responsible to Parliament and to the Education & Skills Funding Agency’s accounting officer for the financial resources under the Trust’s control and to assuring Parliament of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.

6.3 The need for and size of the Executive Team will be determined by the Trust Board, in consultation with the Leadership Group, reflecting the degree of collaboration across the Trust. Where possible, resources will be drawn from the Academies themselves rather than the use of external consultants or through recruitment.

6.4 The cost of the functions undertaken by the Executive Team or actions at the request of the Trust Board are generally funded on a fair and equal basis by the Academies by the contribution of a percentage of the central government funding provided for each Academy. This contribution will be set each year against a budget for the

shared costs approved by the Trust Board in consultation with the Leadership Group and may vary according to the level of activities undertaken and costed on a menu type basis.

- 6.5 A summary of key leadership responsibilities is set out in the attached Table of Key Delegated Responsibilities.

7. Financial Delegation

- 7.1 The Trust's financial procedures and authorisations are set out in the "**Financial Regulations Manual**", a copy of which is appended to this Scheme of Delegation. Except as provided for in this Scheme of Delegation and subject to the requirements and restrictions set out in the Financial Regulations Manual, budget responsibility is delegated to the respective Academy and expenditure will be authorised (in so far as necessary) and monitored by the Local Governing Body.
- 7.2 No Trust or Academy monies (whether or not authority to expend has been devolved to the Local Governing Body) shall be paid into any bank account other than a bank account authorised by the Trust's Chief Financial Officer.
- 7.3 The Trust is required to have in place systems to identify and properly manage risk. The Local Governing Body is expected to comply with any policy or guidance issued by the Trust (and the Principal Regulator) and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fund raising activities.
- 7.4 The Local Governing Body is expected to report to the Trust Board on the management of the funds which are its responsibility and will notify the Trust Board (or as directed) as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose the Trust or the Academy to any loss or claim, including but not limited to any event which might be covered by the ESFA's **Risk Protection Arrangement** scheme.
- 7.5 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy (including any reserves or contingency policy) or exercising any authority in respect of any one or all of the Academies for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises and remain financially viable. Where this may have a significant financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Leadership Group and its views taken into account and considered in relation to the setting and implementation of any such policy.

8. Personnel

- 8.1 All staff employed by the Trust or in connection with any Academy or Academies are employees of the Trust.
- 8.2 The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices. The responsibility for the appointment and performance management of staff is set out in the relevant Table of Key Delegated Responsibilities and the Leadership and Governance Decision Planner.
- 8.3 Any proposed changes to the staffing structure operated within an Academy must be approved first by the Trust Board, who may also require changes to be made, but

who will consult first with the Local Governing Body before consulting more widely on any proposal.

- 8.4 Whilst the management of any claims and disputes involving staff (other than senior leaders) are expected to be dealt with at the local level in accordance with the Trust's Disciplinary Policy, the Trust Board should be kept informed and any advice or guidance issued by or on behalf of the Trust Board should be followed.

9. Premises

- 9.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body (with management responsibility being delegated to the Headteacher), who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trust (and/or any others) as owner of such buildings and facilities.
- 9.2 The Trust is required to have and to keep under review a long term estate management strategy that will identify the suitability of buildings and facilities in light of anticipated curriculum needs and projected pupil numbers. The Local Governing Body will advise the Trust Board of the need for and availability of any capital investment and will work with the Trust Board to agree any capital priorities and the delivery of any significant capital project.
- 9.3 No disposal or acquisition of land will be undertaken without the consent of the Trust Board. Temporary use and short term lettings will be managed by the Local Governing Body, subject to any lettings policy issued by the Trust from time to time.

10. Regulatory Matters

- 10.1 The responsibility to ensure that the Academy complies with all legal obligations and operates in accordance with any statutory guidance is a shared responsibility of the Trustees and the Governors, as well as leadership.
- 10.2 The Local Governing Body has authority to determine any appeals against admission and any decision by the Headteacher to exclude any pupil.

FRAYS ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: 1 SEPTEMBER 2019

PART 4: SUPERVISION AND INTERVENTION: ACCOUNTABILITY

The Schemes of Delegation have been drafted by Winckworth Sherwood and approved by LDBS Frays Academy Trust Board. These are not to be used by other organisations without the express permission of both organisation.

SUPERVISION AND INTERVENTION: ACCOUNTABILITY

1. Notwithstanding the level of delegated responsibility to the Local Governing Body and leadership, the Trustees remain legally responsible and accountable for all matters in connection with the Academies¹ and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.
2. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved, with reporting taking such format as the Trust Board and the Local Governing Body shall agree from time to time.
3. As well as the legal or financial implications of any failure or wrongdoing, the reputational damage to the Trust and its Academies is a significant risk and concern.
4. As the day to day responsibility for the running of the Academy is delegated to the Local Governing Body (such responsibility being managed in practice by the Headteacher), the Trustees are removed from the operational risks and thus require the Academy to notify them (or as directed) of the following:
 - 4.1. any event leading to loss of life or critical injury on the premises of the Academy or during an event off the premises organised or supervised by Academy staff;
 - 4.2. any sexual or violent or illegal act against a child committed by any person while on the Academy premises under any circumstances;
 - 4.3. the suspension or summary dismissal of any senior member of staff in consultation with the CEO;
 - 4.4. any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;
 - 4.5. any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations;
 - 4.6. notification of any Ofsted inspection.
5. Appropriate steps will then be taken to manage any situation, communicating as appropriate in the circumstances (having regard to the fundamental principle of transparency and openness).
6. The Local Governing Body acknowledges the need for and submits to any inspection by the Trustees or the Executive Team.
7. Where weaknesses are identified, either as a consequence of a fall in standards, a failure of governance and/or leadership or where there is any financial wrongdoing, the Trust Board expressly reserves the unfettered right to review or remove any (or indeed all)

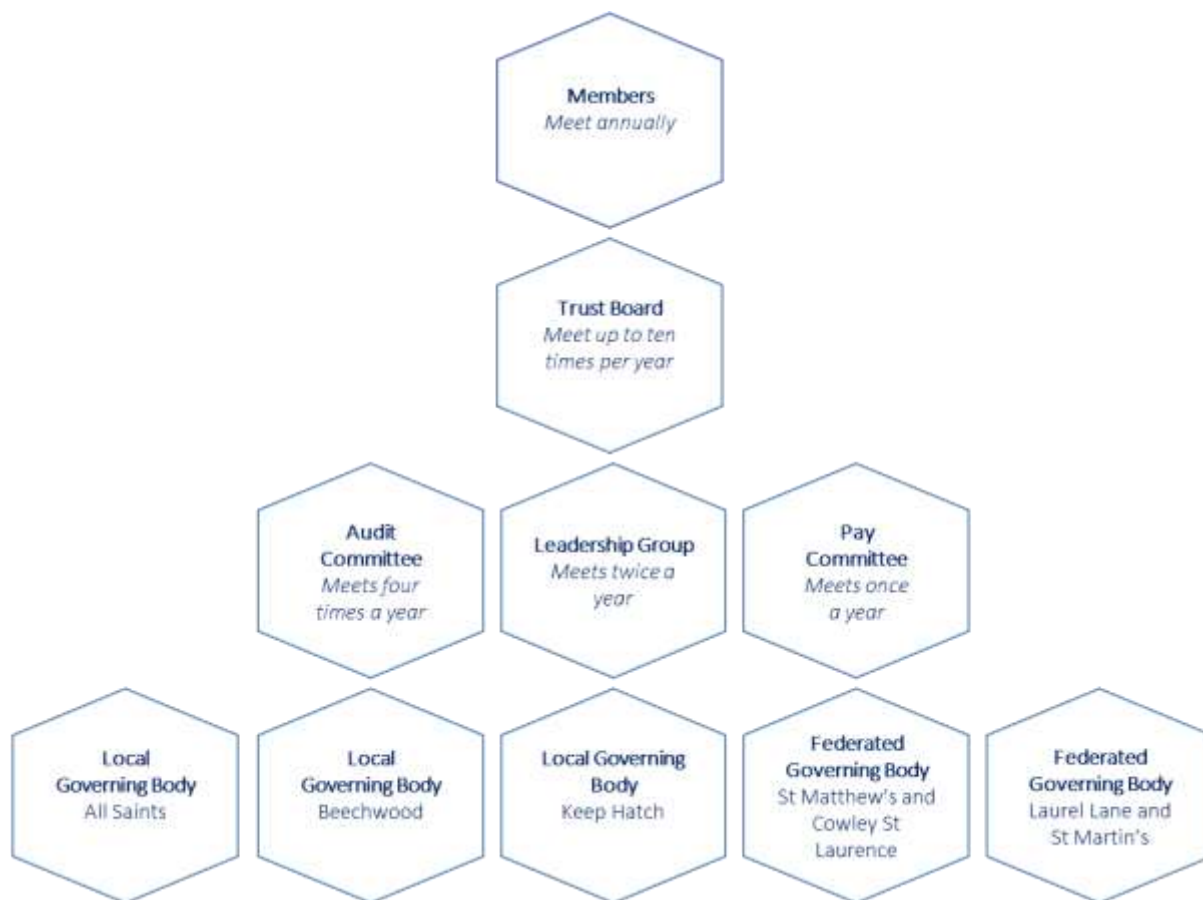
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power or responsibility conferred on the Local Governing Body under this Scheme of Delegation.

8. The Trust's Leadership and Governance Decision Planner indicates relevant decision making authority which may be temporarily removed from an Academy which is being formally supported by the Trust. Decisions as to whether an Academy is "effective" or to be formally "supported" (beyond the support which the Trust would normally provide or secure for its Academies) will be made by the Trust Board, who will have regard to any advice issued by the Executive Team.
9. If the Trustees resolve to suspend all delegated authority to a Local Governing Body, an executive or management board will be established to undertake the responsibilities of the Local Governing Body until such time as delegated authority can be restored. Any decision to do so and any appointments to the executive or management board will be that of the Trust Board, who may seek the advice and support of the Members if any external concerns are raised.
10. Notwithstanding the above, the Trust Board and the Local Governing Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Trust Board or the Local Governing Body to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Body in such circumstances make the following commitments to each other:
 - 10.1. to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State for Education as the Principal Regulator;
 - 10.2. to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures;
 - 10.3. to allow each other the opportunity to effect improvements at the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
 - 10.4. the Trust Board shall not exercise any power to suspend or remove the Headteacher without first discussing with the CEO and FGB Chair the need to ensure that such power is being exercised appropriately and proportionately.

Governance Structure

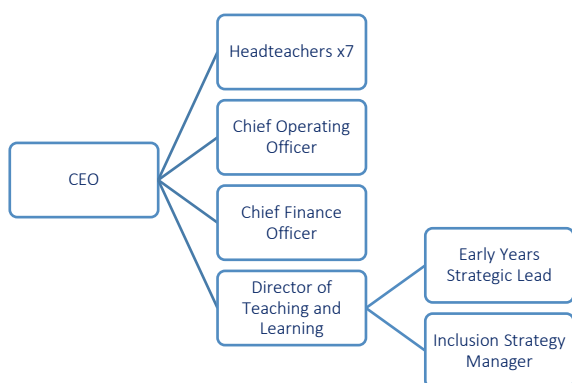
Frays Academy Trust has several tiers creating a governance framework designed to support our schools in delivering the best possible education for our children, whilst promoting and protecting our core Christian values.



Organisational Structure

Our central team

The central team supports all our schools with their educational and operational functions. The team is accountable to the Chief Executive Officer, who is held to account by the Board of Directors.



Typical school leadership structure

Each of our schools has its own leadership structure, which is typically as follows:



FRAYS ACADEMY TRUST –TABLES OF KEY DELEGATED RESPONSIBILITIES

Members	Trustees [Directors]	Members of Local Governing Body
<ul style="list-style-type: none"> • determine constitution [and religious character] • oversee the Trustees [Directors] • recognise any strategic partnerships • delegate governance and management responsibility to the Trustees [Directors] [(formally appointing and removing the Trustees where necessary)] 	<ul style="list-style-type: none"> • hold governance accountability • determine strategic vision and overarching strategic plan • provide strategic leadership and governance • provide challenge and support to senior leaders • develop and decide strategic and operational policies • facilitate collaboration • co-ordinate and oversee shared services and resources • develop and oversee the implementation of Trust strategic plan and Academy¹ action plans • set performance benchmarks • set overall Trust budget and approve of Academy budgets • monitor expenditure in accordance with appropriate authorisations • develop and implement a risk management strategy • determine the Trust’s reserves/contingency policy • ensure appropriate insurance or risk cover is put in place • undertake recruitment and facilitate performance management of head teachers • develop shared staff training programmes and opportunities for professional development • support the development and building of leadership and governance capacity at Academy level • approve of site and asset management strategy 	<ul style="list-style-type: none"> • develop and implement the strategic vision for the Academy in harmony with the Trust’s strategic vision, focussing particularly on school performance targets and progress data • support senior leadership team • approve of Academy budget, determining budgeting and curriculum priorities with the head teacher and submitting the budget to the Trust Board for formal approval • oversee any significant capital expenditure • ensure Academy works within its budget and implements the Trust risk and financial management policies • play an active part in the recruitment of the headteacher • support the senior leadership team in the development and review of an appropriate staffing structure • support the head teacher in the recruitment and performance management of senior personnel • promote collaboration with other Academies in the Trust • develop and review delegated local Academy policies (e.g. admissions, pupil behaviour, safeguarding) • provide advice and feedback to the Trustees, ensuring the Academy is meeting the needs of its community • support the senior leadership team in monitoring pupil process and analysing performance data

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FRAYS ACADEMY TRUST –TABLES OF KEY DELEGATED RESPONSIBILITIES

	<ul style="list-style-type: none">• oversee any significant capital expenditure and building projects• approve of all funding applications in line with finance policy/leadership and governance decision planner.• decision maker for all appeals	<ul style="list-style-type: none">• undertake all and any appropriate community consultation• provide a point of contact for parents, carers and other members of the local community• maintain effective links with the school community and the wider local community
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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

This decision planner is designed to work in conjunction with the formal Scheme of Delegation adopted by the Trust. It provides a quick reference guide to how some of the important decisions within the Trust and the Schools are to be made. Decisions as to whether a School is “effective” or “supported” will be made by the Trust Board in accordance with the Scheme of Delegation and clause 8 of “Supervision and Intervention: Accountability”.

It is designed to work in conjunction with any Memorandum of Understanding put in place by the Diocese.

Any discrepancies between this document and the Scheme of Delegation shall be construed in favour of the Scheme of Delegation, which will take precedence. The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (App)
- Propose (Pro)
- Develop (Dev)
- Monitor (Mon)
- Consulted (Con)
- Implement (Imp)
- Oversee (Ove). For Members this could take place at the annual AGM or on a more regular basis should Members choose to meet more regularly in accordance with Article 19 of the Articles of Association.
- Collective Approval (CA)
- Advise (Ad)

The governance and management layers within the Trust/Federation are identified as follows:

1. Trust Members (the “**Members**”)
2. Board of Directors (the “**Board**”)
3. [Local Governing Body] (the “**LGB**”)
4. Trust Chief Executive Officer/Senior Executive Leader (or designated member of the Leadership Group) (“**CEO**”)
5. Headteacher (“**HT**”)

The Board will be responsible for all statutory and HR policies and a list of all policies will be issued on an annual basis with a policy review schedule

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
1.	Governance and Vision										
1.1.	Approve any changes to Trust Articles of Association	App	Pro								
1.2.	Approve any changes to the Trust's Founding Principles	App	Pro								
1.3.	Approve any changes to Trust Scheme of Delegation	Ove	App	Imp	Imp	Pro	Imp		Dev		
1.4.	Establish or merge Local Governing Bodies	Ove	App	Con	Con	Pro	Con				
1.5.	Establish Trust Committees and determine terms of reference		App			Pro		Pro for audit			

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
1.6.	Establish LGB Committees (if required)		Mon	App	App	Con	Imp				
1.7.	Appoint Chair of Trust Board	App	App			Con					
1.8.	Appoint Trust Board	App	Pro								
1.9.	Remove Trust Board	App									
1.10.	Appoint Chair of LGB	Ove	CA	Pro	Con	CA					
1.11.	Remove Chair of LGB	Ove	CA	Con	Con	CA					
1.12.	Appoint LGB members	Ove	Con	CA	Pro	CA	Con				
1.13.	Remove LGB members	Ove	Pro/Con App	Con	Con	CA	Con				
1.14.	Appoint (and remove) Clerk to Trust Board		App			Pro					

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
1.15.	Appoint (and remove) Clerk to LGB		Mon	CA	Pro	CA					
1.16.	Trustee skills audit and governance reviews	Ove	Mon/App	Dev/Imp	Imp	Con/ App					
1.17.	Governor skills audit		Mon/App	Dev/Imp	Imp	Mon/Con	Imp				
1.18.	Manage Conflicts of Interest		App	imp	Imp	Mon					
2.	Finance										
2.1.	Trust Financial Regulations and Procedures		App	Imp	Imp	Pro	Con	Ad		Dev	
2.2.	Appoint Trust auditors		App			Imp		Pro			

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
2.3.	Approve Trust Budget	Ove	App			Pro	Con			Dev	
2.4.	Trust Annual Accounts	Mon	App			Pro		Ad		Dev	
2.5.	Annual Report	Mon	App			Pro	Con	Ad		Dev	
2.6.	Undertake financial efficiency review (across the Trust)	Mon	Mon			App		Ad	Dev	Dev	
2.7.	Undertake financial efficiency review (within the Academy)		Mon	Mon	Mon	Con	Imp			Ad	
2.8.	Compile and review Trust Risk Register		CA			CA	Con		Dev		
2.9.	Trust Academies Accounts Returns to ESFA		App Mon/Ove			App				Dev	

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
2.10.	Response to Auditor's Management Letter		CA			CA		Ad/Monitor	Mon	Dev	
2.11.	[Academy] Budget Plan	Ove	Mon/App	App	Pro	Mon	Dev/Pro			Ad	
2.12.	[Academy] Accounts Return to ESFA		Mon/			App			Mon	Dev	
2.13.	Ensure that centrally procured services provide value for money are tendered where required		Mon	Mon	Mon	App			Ad	Ad/Dev	
2.14.	To establish financial decision levels and limits		App			Pro					
2.15.	To delegate the tasks of the Responsible Officer to the Head of Finance	Ove	Mon			App					
2.16.	To enter into contracts		>£150k	<£50		<£50k	<£10k		£10k		

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
3.	Strategy, Performance and Expansion										
3.1.	Trust Strategic Plan	Ove	App	Imp	Imp	Dev/Pro	Con/Imp				
4.	Staffing										
4.1.	Determine Trust executive staff structure and grades	Mon/ove – Trust executive	Mon and App			Pro/Imp			Ad for central team		
4.2.	Determine [School] staff structure and grades		Mon	CA	Con	CA	Pro/Imp		Ad		
4.3.	CEO appointment	Ove	Imp								
4.4.	Executive Team appointments		CA			CA					
4.5.	School Executive Headteacher/Headteache	Ove	Mon/App	App	Con	Con/Pro	Con/Pro (re Deputy Head)				

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
	r/Head of School/Deputy Head appointments										
4.6.	[Academy] teaching and support staff appointments		Mon	Con	Con	Con	App				
4.7.	Performance management of CEO	Ove	Imp								
4.8.	Performance Management of Headteacher/		Mon			App					
4.9.	Suspension of CEO/Executive Team/ /Headteacher	Ove (only of CEO and Executive Team suspensions)	App	CA Headteacher		CA Head teacher/Exec Team			Ad Head Teacher		
4.10.	Dismissal of CEO/Executive Team/Executive Headteacher/ in line with	Ove	App			CA Head teacher/Exec team	Imp				

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
	disciplinary/capability/sickness policies										
4.11.	Dismissal of Head of School in line with disciplinary/capability/sickness policies		CA	Con		CA			Ad		
4.12.	Dismissal of Deputy Head of School in line with disciplinary/capability/sickness policies		Mon	CA	CA	CA	Pro CA		Ad		
4.13.	Ending suspension (Head of School)		CA	CA	Con	CA			Ad		
4.14.	Approve proposal for redundancy of staff		CA	Pro	Con	CA	Pro/Imp		Pro/Ad/Imp		
4.15.	Restructuring of staff		CA	CA	Con	CA	Pro/Imp		Ad		
4.16.	Decide on central Trust staff posts		App			Pro			Ad		

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
4.17.	Teaching staff selection panel in line with recruitment policy					Con	App				
4.18.	Appoint non-teaching staff (excluding central appointments) in line with the recruitment policy					Con	App				
4.19.	Pay Award in line with Pay Policy		App for CEO			App	Pro				App for teaching staff
4.20.	Determining dismissal/settlement payments/early retirement		App			Pro	Pro for early retirement		Ad Pro for Trust		
5.	Land and Contracts										
5.1.	Asset Management Strategy and insurance	Ove	Mon	Mon	Mon	Con	Con		Ad Dev		

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
5.2.	Health & Safety		Mon	Mon	Mon	Mon	Imp		Ad		
5.3.	Expansion and Redevelopment Works	Ove	CA	CA	Pro	CA	Con		Ad		
5.4.	Leases	App/Imp/Ove depending on land ownership	CA	Pro	Pro	CS	Con		Ad	Ad	
5.5.	Lettings and shared use		Mon	Mon	Mon	Mon	Pro/Imp		Ad/Pro		
5.6.	Strategic support and shared services		CA	Con	Con	CA	Con		Pro/Imp		
6.	HR and Policies										
6.1.	Changes to Employee Terms & Conditions or Collective Agreements		CA	Con	Con	CA	Imp		Ad Pro		
6.2.	Complaints		Mon	Mon	Mon	Mon	Imp		Ad		

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
7.	School Operation										
7.1.	To ensure that all pupils have the opportunity to take part in in a daily act of collective worship		Mon	Mon	Mon	Mon	Imp				
7.2.	Buildings Insurance and personal liability		Mon			Mon				Dev	
7.3.	To set the times of school sessions and the dates of schools terms and holidays		Mon	CA	Con	CA	Pro				
7.4.	To ensure that school opens for 380 teaching sessions (half days) in a school year		Mon	Mon	Mon	Mon	Imp				
7.5.	To prepare and publish the school prospectus			App	App	Con	Pro/Imp				
7.6.	To ensure provision of free school meals to			Mon	Mon		Imp				

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FRAYS ACADEMY TRUST – GOVERNANCE AND LEADERSHIP DECISION PLANNER

	Task	Members	Board	LGB		CEO	HT	Audit Committee	COO	Head of Finance	Pay Committee
				Effective Academy	Supported Academy						
	those pupils meeting the criteria										
7.7.	To hold a full FGB meeting at least three times in a school year		Mon	Imp	Imp	Mon					
7.8.	To set up a register of members' business interests	Imp	Mon/Imp	Mon/Imp	Mon/Imp	Mon/Imp					
7.9.	To discharge duties in respect of pupils with special needs by appointing a "responsible person" in each academy		Ove	Mon	Mon	App	Pro/Imp				
7.10.	Administration and compliance with statutory testing		Ove	Imp Monitor	Imp	Ove/Mon	Imp				

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FRAYS ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: 1 SEPTEMBER 2019

COMMITTEE TERMS OF REFERENCE: LOCAL GOVERNING BODY

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COMMITTEE TERMS OF REFERENCE: LOCAL GOVERNING BODY

1. Purpose

- 1.1 A Local Governing Body (LGB) shall be established for each of the Academies¹, except where the Trust Board determines in a particular case that more than one Academy should be governed by the same LGB.
- 1.2 The purpose of the Local Governing Body is to provide local accountability and day to day support and oversight of the Academy's leadership team.
- 1.3 The roles and responsibilities of the Local Governing Body are set out in the Table of Key Delegated Responsibilities.

2. Constitution

- 2.1 A Local Governing Body shall comprise Governors appointed in accordance with any policy adopted from time to time by the Trust Board (complying with any specific direction issued by the Trust Board). The composition of the Local Governing Body for each Academy is listed in Appendix A to this document.
- 2.2 The Trust Board will ensure that there is representation from the staffing body and from parents on the Local Governing Body.
- 2.3 There is no power to co-opt Governors to the Local Governing Body but advisers (including other members of staff in the Academy) may attend meetings provided they do not take part in any decision making.
- 2.4 All Governors must undertake to uphold the object and mission of the Trust and must comply with the Governor Code of Conduct appended to the Scheme of Delegation.

3. Term of Office

- 3.1 The term of office for any Governor shall be 4 years (save that this time limit shall not apply to the Headteacher or any post which is held ex officio, who will serve for as long as he or she remains in office). Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local Governing Body.

4. Resignation and Removal of members of the Local Governing Body

- 4.1 A Governor shall cease to hold office if he or she resigns his or her office or is removed by the Trust Board (which the Trustees reserve the power to do without the need to provide any reasons for removal). Any vacancy on a Local Governing Body will trigger an appropriate appointment or election.
- 4.2 Any person who would not be eligible to be a Trustee in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Local Governing Body and must resign from the Local Governing Body if they become

¹ The use of the word "Academies" in this document serves as a reminder that the Academies are operating within a Multi Academy Trust structure. However, the Academies will also be known as Schools for day to day purposes.

ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct.

- 4.3 If any Governor is also an employee of the Trust and ceases to be employed to work at the Academy or within the Trust, then he or she shall be deemed to have resigned from the Local Governing Body and shall cease to serve on the Local Governing Body automatically on termination of his or her employment.
- 4.4 Where a person who serves on the Local Governing Body resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Body, copied to the Clerk to the Local Governing Body.

5. Appointment of the Chair and Vice-Chair

- 5.1 Subject to any direction by the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from among their number (excluding anyone who is an employee of the Trust).
- 5.2 The Chair and Vice Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one office.
- 5.3 The Clerk to the Local Governing Body shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.
- 5.4 Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.
- 5.5 More details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

6. Meetings

- 6.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Governing Body and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
 - 6.1.1 all appointments of officers made by the Local Governing Body; and
 - 6.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.
- 6.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Body (and such of the subcommittees as the Local Governing Body shall from time to time notify) shall be provided to the Chief Executive Officer as soon as reasonably practicable after those minutes are approved.
- 6.3 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as Governors think fit, provided at all times that there is openness and transparency in matters relating to the Local Governing Body. The Local Governing Body is expected to meet at least once a term but may meet more often if felt appropriate or if requested to meet by the Trust Board.

- 6.4 The Trust Board may direct the Local Governing Body to allow either Trustees, any member of the Trust's Executive Team or a Governor from another Local Governing Body in the Trust to attend meetings of the Local Governing Body. Such persons may engage in discussion but will not be permitted to vote on any resolution of the Local Governing Body.
- 6.5 Meetings of the Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:
- 6.5.1 given by the Local Governing Body; or
- 6.5.2 given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.
- 6.6 Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.7 Each Governor shall be given at least seven clear days before the date of a meeting:
- 6.7.1 notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and
- 6.7.2 a copy of the agenda for the meeting;
- provided that where the Chair or, in his or her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he or she directs.
- 6.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
- 6.9 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.10 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.10.1 the Governors so resolve; or
- 6.10.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.11 Where in accordance with paragraph 6.10.2 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.12 Where the Local Governing Body resolves in accordance with paragraph 6.10.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

7. Quorum

7.1 The quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be three. The proceedings of the Local Governing Body shall not be invalidated by any vacancy on the board or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.

7.2 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

7.3 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.

7.4 Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.

7.5 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the Governor will use.

7.6 Minutes of meetings of the Local Governing Body shall be published redacting any aspect which is confidential or it would not be appropriate to disclose in light of the Data Protection Act 2018.

7.7 Any Governor shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that the Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

8. Notices

8.1 Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

- 8.2 A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the Governor. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.
- 8.3 A Governor present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 8.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

APPENDIX A

CONSTITUTION OF THE GOVERNING BODY OF ALL SAINTS CHURCH OF ENGLAND PRIMARY SCHOOL

1.1 Members of the Governing Body

1.1.1 The number of people who shall sit on the Governing Body shall be not less than 5 and not more than 8.

1.1.2 The Governing Body shall have the following members:

1.1.2.1 4 foundation members (not staff) can be appointed by Directors under clause 1.2.1;

1.1.2.2 1 staff member, appointed under clause 1.2.2;

1.1.2.3 2 parent members elected or appointed under clause 1.2.5

1.1.2.4 Local Priest in Charge appointed under clause 1.2.1;

1.1.2.5 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the "Secretary of State") pursuant to clause 102 of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company;

1.1.3 The Directors (all or any of them) shall also be entitled to serve on the Governing Body and attend any meetings of the Governing Body. Any Director attending a meeting of the Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Governing Body.

1.1.4 All persons appointed or elected to the Governing Body shall give a written undertaking to the Directors to uphold the object of the Company.

1.2 Appointment of members of the Governing Body

1.2.1 The Directors may appoint up to 4 persons to serve on the Governing Body on the following basis:

1.2.1.1 they shall have regard to ensuring that the people serving on the Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning;

1.2.1.2 due representation is given to any persons or body who holds the land used by the Academies on trust; and

1.2.1.3 they shall seek nominations for persons to be appointed in consultation with the respective Parish Priests

1.2.2 The Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academies (excluding the Head of School) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Governing Body.

- 1.2.3 The Heads of School and Executive Headteacher shall be treated for all purposes as being ex officio members of the Governing Body.
- 1.2.4 Subject to clause 1.2.8, the parent members of the Governing Body shall be elected by parents of registered pupils at the Academies and he or she must be a parent of a pupil at the Academies at the time when he or she is elected.
- 1.2.5 The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Governing Body, including any question of whether a person is a parent of a registered pupil at the Academies. Any election of persons who are to be the parent members of the Governing Body which is contested shall be held by secret ballot.
- 1.2.6 The arrangements made for the election of the parent members of the Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having his ballot paper returned to the respective Academies by a registered pupil at the Academies.
- 1.2.7 Where a vacancy for a parent member of the Governing Body is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.8 The number of parent members of the Governing Body required shall be made up by persons appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.
- 1.2.9 In appointing a person to be a parent member of the Governing Body pursuant to clause 1.2.9, the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

CONSTITUTION OF THE GOVERNING BODY FOR BEECHWOOD SCHOOL

1.1 Members of the Governing Body

1.1.1 The number of people who shall sit on the Governing Body shall be not less than 4 and not more than 9.

1.1.2 The Governing Body shall have the following members:

1.1.2.1 4 members (not staff) can be appointed by Directors under clause 1.2.1

1.1.2.2 1 staff member, appointed under clause 1.2.2;

1.1.2.3 1 parent member elected or appointed under clause 1.2.5

1.1.2.4 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the "Secretary of State") pursuant to clause 102 of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company;

1.1.3 The Directors (all or any of them) shall also be entitled to serve on the Governing Body and attend any meetings of the Governing Body. Any Director attending a meeting of the Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Governing Body.

1.1.4 All persons appointed or elected to the Governing Body shall give a written undertaking to the Directors to uphold the object of the Company.

1.2 Appointment of members of the Governing Body

1.2.1 The Directors may appoint up to 4 persons to serve on the Governing Body on the following basis:

1.2.1.1 they shall have regard to ensuring that the people serving on the Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning;

1.2.1.2 due representation is given to any persons or body who holds the land used by the Academies on trust; and

1.2.2 The Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academies (excluding the Head of School) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Governing Body.

1.2.3 Subject to clause 1.2.8, the parent members of the Governing Body shall be elected by parents of registered pupils at the Academies and he or she must be a parent of a pupil at the Academies at the time when he or she is elected.

1.2.4 The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Governing

Body, including any question of whether a person is a parent of a registered pupil at the Academies. Any election of persons who are to be the parent members of the Governing Body which is contested shall be held by secret ballot.

- 1.2.5 The arrangements made for the election of the parent members of the Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having his ballot paper returned to the respective Academies by a registered pupil at the Academies.
- 1.2.6 Where a vacancy for a parent member of the Governing Body is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.7 The number of parent members of the Governing Body required shall be made up by persons appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.
- 1.2.8 In appointing a person to be a parent member of the Governing Body pursuant to clause 1.2.9, the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

CONSTITUTION OF THE GOVERNING BODY FOR KEEP HATCH SCHOOL

- 1.1 Members of the Governing Body
 - 1.1.1 The number of people who shall sit on the Governing Body shall be not less than 4 and not more than 7.
 - 1.1.2 The Governing Body shall have the following members:
 - 1.1.2.1 4 members (not staff) can be appointed by Directors under clause 1.2.1;
 - 1.1.2.2 1 staff member, appointed under clause 1.2.2;
 - 1.1.2.3 1 parent member elected or appointed under clause 1.2.5;
 - 1.1.2.4 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the "Secretary of State") pursuant to clause 102 of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company;
 - 1.1.3 The Directors (all or any of them) shall also be entitled to serve on the Governing Body and attend any meetings of the Governing Body. Any Director attending a meeting of the Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Governing Body.
 - 1.1.4 All persons appointed or elected to the Governing Body shall give a written undertaking to the Directors to uphold the object of the Company.
- 1.2 Appointment of members of the Governing Body
 - 1.2.1 The Directors may appoint up to 4 persons to serve on the Governing Body on the following basis:
 - 1.2.1.1 they shall have regard to ensuring that the people serving on the Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning;
 - 1.2.1.2 due representation is given to any persons or body who holds the land used by the Academies on trust; and
 - 1.2.2 The Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academies (excluding the Head of School) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Governing Body.
 - 1.2.3 Subject to clause 1.2.8, the parent members of the Governing Body shall be elected by parents of registered pupils at the Academies and he or she must be a parent of a pupil at the Academies at the time when he or she is elected.
 - 1.2.4 The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Governing

Body, including any question of whether a person is a parent of a registered pupil at the Academies. Any election of persons who are to be the parent members of the Governing Body which is contested shall be held by secret ballot.

- 1.2.5 The arrangements made for the election of the parent members of the Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having his ballot paper returned to the respective Academies by a registered pupil at the Academies.
- 1.2.6 Where a vacancy for a parent member of the Governing Body is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.7 The number of parent members of the Governing Body required shall be made up by persons appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.
- 1.2.8 In appointing a person to be a parent member of the Governing Body pursuant to clause 1.2.9, the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

CONSTITUTION OF THE FEDERATED GOVERNING BODY FOR LAUREL LANE PRIMARY SCHOOL AND ST MARTIN'S CHURCH OF ENGLAND PRIMARY SCHOOL

- 1.1 Members of the Federated Governing Body
 - 1.1.1 The number of people who shall sit on the Federated Governing Body shall be not less than 6 and not more than 11.
 - 1.1.2 The Federated Governing Body shall have the following members:
 - 1.1.2.1 5 governors (not staff) can be appointed by Directors under clause 1.2.1;
 - 1.1.2.2 For each school 1 staff member, appointed under clause 1.2.2;
 - 1.1.2.3 For each school 1 parent member elected or appointed under clause 1.2.4;
 - 1.1.2.4 Vicar of St Martin's Church (ex-Officio), appointed under clause 1.2.1.
 - 1.1.3 The Directors (all or any of them) shall also be entitled to serve on the Governing Body and attend any meetings of the Federated Governing Body. Any Director attending a meeting of the Federated Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Federated Governing Body.
 - 1.1.4 All persons appointed or elected to the Federated Governing Body shall give a written undertaking to the Directors to uphold the object of the Company.
- 1.2 Appointment of members of the Federated Governing Body
 - 1.2.1 The Directors may appoint up to 5 persons to serve on the Federated Governing Body on the following basis:
 - 1.2.1.1 they shall have regard to ensuring that the people serving on the Federated Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning;
 - 1.2.1.2 due representation is given to any persons or body who holds the land used by the Academies on trust; and
 - 1.2.1.3 they shall seek nominations for 1 of the persons to be appointed from the local community.
 - 1.2.2 The Federated Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academies (excluding the Head of School) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Federated Governing Body.
 - 1.2.3 Subject to clause 1.2.8, the parent members of the Federated Governing Body shall be elected by parents of registered pupils at the Academies and he or she

must be a parent of a pupil at the Academies at the time when he or she is elected.

- 1.2.4 The Federated Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Federated Governing Body, including any question of whether a person is a parent of a registered pupil at the Academies. Any election of persons who are to be the parent members of the Federated Governing Body which is contested shall be held by secret ballot.
- 1.2.5 The arrangements made for the election of the parent members of the Federated Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having his ballot paper returned to the respective Academies by a registered pupil at the Academies.
- 1.2.6 Where a vacancy for a parent member of the Federated Governing Body is required to be filled by election, the Federated Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.7 The number of parent members of the Federated Governing Body required shall be made up by persons appointed by the Federated Governing Body if the number of parents standing for election is less than the number of vacancies.
- 1.2.8 In appointing a person to be a parent member of the Federated Governing Body pursuant to clause 1.2.9, the Federated Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

CONSTITUTION OF THE FEDERATED GOVERNING BODY FOR COWLEY ST LAURENCE C OF E PRIMARY SCHOOL AND ST MATTHEWS CHURCH OF ENGLAND PRIMARY SCHOOL

- 1.1 Members of the Federated Governing Body
 - 1.1.1 The number of people who shall sit on the Federated Governing Body shall be not less than 6 and not more than 11.
 - 1.1.2 The Federated Governing Body shall have the following members:
 - 1.1.2.1 5 foundation members (not staff) can be appointed by Directors under clause 1.2.1
 - 1.1.2.2 For each school 1 staff member, appointed under clause 1.2.2;
 - 1.1.2.3 For each school 1 parent member elected or appointed under clause 1.2.5
 - 1.1.2.4 Both Parish Priests appointed ex officio
 - 1.1.2.5 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the “Secretary of State”) pursuant to clause 102 of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company;
 - 1.1.3 The Directors (all or any of them) shall also be entitled to serve on the Federated Governing Body and attend any meetings of the Federated Governing Body. Any Director attending a meeting of the Federated Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Federated Governing Body.
 - 1.1.4 All persons appointed or elected to the Federated Governing Body shall give a written undertaking to the Directors to uphold the object of the Company.
- 1.2 Appointment of members of the Federated Governing Body
 - 1.2.1 The Directors may appoint up to 5 persons to serve on the Federated Governing Body on the following basis:
 - 1.2.1.1 they shall have regard to ensuring that the people serving on the Federated Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning;
 - 1.2.1.2 due representation is given to any persons or body who holds the land used by the Academies on trust; and
 - 1.2.1.3 they shall seek nominations for persons to be appointed in consultation with the respective Parish Priests or the Bishop of Willesden
 - 1.2.2 The Federated Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academies (excluding the Head of School) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of

questions as to whether any person is an eligible candidate shall be determined by the Federated Governing Body.

- 1.2.3 Subject to clause 1.2.8, the parent members of the Federated Governing Body shall be elected by parents of registered pupils at the Academies and he or she must be a parent of a pupil at the Academies at the time when he or she is elected.
- 1.2.4 The Federated Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Federated Governing Body, including any question of whether a person is a parent of a registered pupil at the Academies. Any election of persons who are to be the parent members of the Federated Governing Body which is contested shall be held by secret ballot.
- 1.2.5 The arrangements made for the election of the parent members of the Federated Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having his ballot paper returned to the respective Academies by a registered pupil at the Academies.
- 1.2.6 Where a vacancy for a parent member of the Federated Governing Body is required to be filled by election, the Federated Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.7 The number of parent members of the Federated Governing Body required shall be made up by persons appointed by the Federated Governing Body if the number of parents standing for election is less than the number of vacancies.
- 1.2.8 In appointing a person to be a parent member of the Federated Governing Body pursuant to clause 1.2.9, the Federated Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

FRAYS ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: SEPTEMBER 2021

COMMITTEE TERMS OF REFERENCE: LEADERSHIP GROUP

The Schemes of Delegation have been drafted by Winckworth Sherwood and approved by LDBS Frays Academy Trust Board. These are not to be used by other organisations without the express permission of both organisation.

COMMITTEE TERMS OF REFERENCE: LEADERSHIP GROUP

COMMITTEE TERMS OF REFERENCE: LEADERSHIP GROUP

1. The Trustees have the power to establish any committee to assist in the conduct of the business of the Trust.
2. Details of the committees established by the Trust are noted in the Trust’s Structure Chart appended to the Scheme of Delegation.
3. The purpose of the Leadership Group is to Improve Governance.- The Leadership Group will both support and advise the Trust Board and will facilitate communication between the Trust Board and the Local Governing Bodies as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working.
4. All Headteachers and Chairs of the Local Governing Bodies will be invited to participate in the Leadership Group. The Chief Executive Officer will chair meetings of the Leadership Group and will report to the Trust Board on matters discussed and agreed within the Leadership Group.
5. In the event the Leadership Group becomes unworkable due to size or the location of the schools, the Trust Board may establish sub groups based on phase or location.
6. The Leadership Group will assist with succession planning and the building of governance capacity.
7. It is anticipated that the Headteachers will meet monthly.
8. The full Leadership Group (i.e. including Chairs of the Local Governing Bodies) will meet twice a year; in November and July. The agenda for the Headteacher meetings will be flexible and adapted to need. It is expected that the focus for the full Leadership Group meetings will be as follows:

Focus for November meeting	Focus for July meeting
<ul style="list-style-type: none">• Using the Leadership Group to improve the effectiveness of Governing Bodies• Local governing bodies action plan and strategy to recruit and induct new governors	<ul style="list-style-type: none">• Next steps to continue to improve• Learning from this year to build into the Strategic Plan for next year

9. A representative of the Trust Board may be asked to attend at the invitation of the Chair of the Leadership Group. The Members will be informed of the dates for the meetings of the full Leadership Group on the expectation that periodically a representative of the Members may attend.
10. The Trust Board recognises the important role played by the Leadership Group and commits to keeping the Leadership Group informed and to have regard to any advice or guidance provided by the Leadership Group on any matter affecting the Trust or

the Academies, including threats and opportunities facing the Academies and the Trust more widely.

11. A representative of the Trust Board may be asked to attend at the invitation of the Chair of the Leadership Group. The Members will be informed of the dates for the meetings of the full Leadership Group on the expectation that periodically a representative of the Members may attend.
12. The Trust Board recognises the important role played by the Leadership Group and commits to keeping the Leadership Group informed and to have regard to any advice or guidance provided by the Leadership Group on any matter affecting the Trust or the Academies, including threats and opportunities facing the Academies and the Trust more widely.
13. The Leadership Group will work closely with any Standards Committee, supporting the functions to be carried out by the Standards Committee. If there is no separate Standards Committee, these tasks will be undertaken by the Leadership Group under the guidance of the Chief Executive Officer and with the support of the Trust's Executive Team.

FRAYS ACADEMY TRUST

TRUSTEE CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

As a charity and company limited by guarantee, LDBS Frays Academy Trust (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”). The Trustees have overall responsibility and accountability. The Board is the ultimate decision making authority for the Trust but has delegated the day to day management of the business and the responsibility for the running of the academies to those officers of the Trust with executive and leadership responsibilities. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Trustees have established **Local Governing Bodies** to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. Further detail can be found in the Trust’s Scheme of Delegation.

The Trust is an exempt charity whose principal regulator is the Secretary of State for Education. Whilst this means the activities and constitution of the Trust are primarily determined by the Department for Education, nevertheless the Trust is subject to company law and charity law and occasionally the jurisdiction of the Charity Commission. The Trustees therefore have both responsibilities as directors of a company and trustees of a charity.

Legal Duties of the Trustees

The trustees of a charity have a fiduciary duty to act in good faith in the best interests of the charity. This duty includes a responsibility to do the following:

- To ensure compliance with any legal obligations;
- To report on the charity’s activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP);
- To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association) and to act in a way which is compliant with the rules of the charity contained in the Articles;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- To act prudently in the financial management of the charity, avoiding putting any assets, funds or reputation of the charity at undue risk;

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- To exercise reasonable care and skill, using personal knowledge and experience to ensure the charity is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

Where trustees are also directors, there is an obligation under company law to avoid conflicts of interest and to act prudently. There are specific legal duties where a company is insolvent or there is a threat of insolvency. More detail can be found in the [Academies Financial Handbook](#) and Trustees must be especially careful where they may have a personal interest in a matter which involves the Trust. Trustees must comply with the Trust's Conflict of Interest policy which will also address any specific requirements regarding trading with connected parties.

Trustees must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Trustees to serve on the Board.

Other than in relation to any Trustee who is employed by the Trust (not as a Trustee but to fulfil an executive function), the role of a Trustee is unpaid (except for the reimbursement of reasonable expenses). No specific qualifications are required and Trustees must be aged 18 or over.

Trustees are appointed for a term of 4 years and can be reappointed on the expiry of such term [provided that no Director is to be appointed for more than 3 terms of office].

Specific Duties of the Trustees

The specific tasks and responsibilities of the Trustees (and the Trust Board) are as follows:

- hold governance accountability;
- determine strategic vision and overarching strategic plan;
- provide strategic leadership and governance;
- provide challenge and support to senior leaders undertaking the recruitment and performance of any chief executive officer;
- develop and decide strategic and operational policies;
- facilitate collaboration;
- co-ordinate and oversee shared services and resources;
- develop and oversee the implementation of Trust development plan;
- approve of performance benchmarks;
- approve overall Trust budget and advise on Academy budgets;
- monitor expenditure in accordance with appropriate authorisations;

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- oversee financial governance and risk management;
- determine the Trust's reserves/contingency policy;
- ensure appropriate insurance or risk cover is put in place;
- undertake recruitment of headteachers and facilitate the performance management of senior leaders;
- develop shared staff training programmes and opportunities for professional development;
- support the development and building of leadership and governance capacity at School level;
- approve of site and asset management strategy;
- oversee any significant capital expenditure and building projects;
- approve of all funding applications;
- decision maker for all appeals.

Individual Trustees may be given primary responsibility for particular functions such as audit and financial management, HR, Trust policies and procedures, academy liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Trustees are expected to use their skills and experience in the fulfilment of their duties. A formal job description and contract will be required for any Trustee with executive responsibility (e.g. the "chief executive officer").

Core Competencies and Skills

The following are the core competencies and skills expected of all Trustees:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- To understand the policies and procedures of the Trust and how these flow down to the Academies;

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- To support the Trust in public and act as an ambassador of the Trust and the Academies;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan [Seven Principles of Public Life](#).

Personal Qualities and Values

The role of a Trustee is challenging but should be rewarding. Trustees are expected to be held in high regard and to provide an example to others. As such, Trustees will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims of and objectives of the Trust;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by any foundation or trustee body or any specific conditions imposed by the Members of the Trust.

Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. The Trust has additional expectations of its Chair and Vice Chair and these are appended to this Code of Conduct.

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

Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Trustees satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying

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reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

Removal of a Trustee

Any concerns regarding a Trustee's behaviour and actions which may impact adversely on the Trust or fellow Trustees will be addressed either by the Chair of the Trust or the Members of the Trust. Except where changes to the Trust Board are made for operational reasons for example to address skills shortages or to satisfy the requirements of any foundation or trustee body or the Members of the Trust, steps to remove a Trustee for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Trustee displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Trustee has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Trustee are significantly detrimental to the effective operation of the Trust Board or the Trust more widely, distracting the Trust Board from its core strategic functions and/or the actions of the Trustee interfere with the operational efficiency of the Trust or any of its academies thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

Any steps to remove a Trustee for personal reasons will be communicated to the Trust Board and the Trustee concerned will be given an opportunity to make representations (in writing or verbally) at a meeting at which his or her removal is being considered. The power to remove a Trustee is vested in the Trust's Members and it is not expected that the written details of the case against the Trustee will be provided.

Any decision to remove will be made in accordance with the Trust's Articles of Association and applicable law. Any right of appeal will be subject to applicable law.

Review

This Trustee Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

[16 July 2019]

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Appendix – Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the Trustee body. Regard may be had to any recommendations from the executive and from the Members of the Trust, including any foundation or sponsor body.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

Specific Duties

The Chair's specific duties are to:

- Provide a clear lead and direction for the Trust Board in formulating and delivering the vision for the Trust;
- Build an effective team, attracting individuals to the Trust Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to work of the Trust and driving school improvement across all academies;
- Ensure new Trustees are properly introduced to the work of the Trust and the Trust Board and to support their development as effective and valued members of the Trust Board maximising their contribution to the Trust in doing so;
- Work closely with the chief executive officer to ensure there is proper challenge and encouragement of Trustees, executive officers and those with leadership responsibilities;
- Provide direct support to the chief executive officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Trustees of this as often as necessary;
- Hold the Trustees to account, ensuring the business of the Trust Board is conducted efficiently and effectively, chairing meetings ensuring all Trustees have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Trust Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Trust Board as necessary;
- Act as a focal point and advocate for the Trust Board, liaising as necessary with any regulatory body, the Local Governing Bodies and those representing the wider community.

Specific Responsibilities

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As the guardian of the Trust Board's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by executive officers is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Trust Board are held regularly and there is a clear agenda which has been communicated to all Trustees which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Trust Board is conducted as openly and transparently as possible;
- That decisions taken by the Trust Board are implemented and not circumvented;
- That Trustees adhere to the Trustee Code of Conduct and that the Chair takes appropriate and firm action where this appears not to be the case;
- That the Trust Board undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Trust Board remains focussed on the Trust's key strategic priorities and that individual Trustees either as a group or committee or as individuals do not seek to become overly involved in operational matters;
- There is proper and adequate succession planning;
- That any complaints about the Trust, the actions of the Trust Board or an individual Trustee or the chief executive officer are dealt with in a timely and effective manner.

Additional Skills

As well as the skills required of a Trustee, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise;
- Ability to chair meetings and encourage the participation of others;
- Ability to build and lead a team;
- Leadership or managerial experience;
- Ability to delegate;
- Ability to mediate.

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FRAYS ACADEMY TRUST

GOVERNOR CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

Frays Academy Trust (the “**Trust**”) is governed by a **Board of Trustees**. The Trustees have overall responsibility and accountability. The Board is the ultimate decision making authority for the Trust. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Trustees have established Local Governing Bodies for each School to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. The **Governors** serving on these Local Governing Bodies are answerable to the Trustees. The main functions of the **Local Governing Body** are to:

- ensure the Academy meets the needs of its community;
- protect the School’s character and distinctiveness;
- support teaching and learning to ensure high quality provision;
- safeguard pupil and staff well-being; and
- ensure the Academy works within its budget.

Further detail can be found in the Trust’s Scheme of Delegation.

Duties of the Governors

Whilst Governors are not trustees or directors of the Trust and therefore are not subject to the normal legal responsibilities of charity trustees, Governors are expected to act in good faith in the best interests of the Trust and the Academies¹ for whom the Trust has responsibility. This means

¹ The use of the word “Academies” in this document serves as a reminder that the Academies are operating within a Multi Academy Trust structure. However, the Academies will also be known as Schools for day to day purposes.

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Governors have a responsibility to do the following when dealing with matters for the Academy:

- To ensure compliance with any legal obligations;
- To act in a way which is compliant with the charitable object of the Trust, its Articles of Association and the Scheme of Delegation;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any Trust or Academy funds or assets;
- To act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust more widely at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

There is specific emphasis on the obligation on Governors to avoid conflicts of interest and to act prudently in the [Academies Financial Handbook](#) and Governors must be especially careful where they may have a personal interest in a matter which involves either the Trust or the Academy. Governors must comply with the Trust's Conflict of Interest policy, which is referenced in the Scheme of Delegation.

Governors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Body.

The role of a Governor is unpaid (except for the reimbursement of reasonable expenses). No specific qualifications are required and Governors must be aged 18 or over.

Governors are appointed for a term of 4 years and can be reappointed on the expiry of such term

Specific Duties of the Governors

The specific tasks and responsibilities of the Governors (and the Local Governing Body) are as follows.

- decide the Academy's strategic vision and uphold the Academy's distinctiveness and unique character, in harmony with the Trust's strategic vision and ethos;
- Uphold the academy's distinctiveness and unique character in harmony with the Trusts' strategic vision and ethos;
- approve of Academy development/action plan;
- approve of Academy budget and support the head teacher in submitting the budget to the Trust Board for formal approval;

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- approve any significant capital expenditure;
- oversee expenditure ensuring the Academy works within its budget and implements the Trust's risk and financial management policies ensuring probity, prudence and efficiency;
- play an active part in the recruitment of the headteacher;
- support the senior leadership team in the development and review of an appropriate staffing structure;
- support the headteacher in the recruitment and performance management of personnel;
- responsible for staff welfare and well-being, supporting the senior leadership team in monitoring absence and sickness;
- promote collaboration with other schools in the Trust;
- develop and review delegated school policies (e.g. admissions, pupil behaviour, safeguarding);
- provide advice and feedback to the Trustees, ensuring the Academy is meeting the needs of its community;
- undertake all and any appropriate community consultation;
- provide a point of contact for parents, carers and other members of the local community, maintaining an effective link to the wider community;
- evaluate its performance ensuring appropriate training and development so that knowledge, skills and behaviour are appropriate for a dynamic education environment.

Individual Governors may be given primary responsibility for particular functions such as standards/school improvement, budgets, safeguarding, community liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Governors are expected to use their skills and experience in the fulfilment of their duties.

Core Competencies and Skills

The following are the core competencies and skills expected of all Governors:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;

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- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- To understand the policies and procedures of the Trust and how these flow down to the Academies;
- To support the Trust in public and act as an ambassador of the Trust and the Academies;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan [Seven Principles of Public Life](#).

Personal Qualities and Values

The role of a Governor is challenging but should be rewarding. Governors are expected to be held in high regard and to provide an example to others. As such, Governors will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims of and objectives of the Trust;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by any foundation or trustee body or any specific conditions imposed by the Members of the Trust.

Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area. The Schemes of Delegation have been drafted by Winckworth Sherwood and approved by LDBS Frays Academy Trust Board. These are not to be used by other organisations without the express permission of both organisation.

or to meet a skills shortage that has been identified. The Trust has additional expectations of the Chair and Vice Chair of the Local Governing Body and these are appended to this Code of Conduct.

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

Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Governors satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

Removal of a Governor

Any concerns regarding a Governor's behaviour and actions which may impact adversely on the Trust, the Academy or fellow Governors will be addressed either by the Chair of the Local Governing Body or the Trust Chair. Except where changes to the Local Governing Body are made for operational reasons, for example, to address skills shortages or to satisfy the requirements of any foundation or trustee body or the Members of the Trust, steps to remove a Governor for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Governor displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Governor has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Governor are significantly detrimental to the effective operation of the Local Governing Body, the Academy or the Trust more widely, distracting the Local Governing Body from its core strategic functions and/or the actions of the Governor interfere with the operational efficiency of the Academy or the Trust thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

The decision to remove a Governor will be made by the Trust Board, who will consult both the Academy headteacher and the Chair of the Local Governing Body. Any decision to remove a Governor for personal reasons will be communicated to the Local Governing Body and the Governor concerned will be given an opportunity to make representations (in writing or verbally) at a meeting at which his or her removal is being considered. The power to remove a Governor is vested in the Trustees and it is not expected (or required by law) that the written details of the case against the Governor will be provided.

Review

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This Governor Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

[16 July 2019]

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Appendix – Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the Local Governing Body. Regard may be had to any recommendations from the Trust Board, including any foundation, trustee or sponsor body. If the Trust Board requires that its approval be sought to any appointment of the Chair and Vice Chair (which the Trustees are free to decide from time to time), then any appointment by the Local Governing Body will be subject to ratification by the Trust Board.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

Specific Duties

The Chair's specific duties are to:

- Provide a clear lead and direction for the Local Governing Body;
- Build an effective team, attracting individuals to the Local Governing Body with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to the Academy and the work of the Trust and who will provide a focus for driving up and maintaining high standards in the Academy;
- Ensure new Governors are properly introduced to the work of the Local Governing Body and the Trust more widely and to support their development as effective and valued members of the Local Governing Body maximising their contribution to the Academy and the Trust in doing so;
- Work closely with the headteacher of the Academy to ensure there is proper challenge and encouragement of Governors and the Academy's senior leadership team;
- Provide direct support to the headteacher of the Academy and to both the Trust Chair and any chief executive officer of the Trust in relation to any recruitment and performance management of this role as well as the review of pay and conditions of service;
- Provide support to the Trust Chair and any chief executive officer in any decision to suspend or discipline the headteacher of the Academy;
- Ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;
- Hold the Governors to account, ensuring the business of the Local Governing Body is conducted efficiently and effectively, chairing meetings ensuring all Governors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Local Governing Body's effectiveness to the Trust Board as required;
- Be available when there is a need to act quickly, taking, or supporting the Academy headteacher (and if need be any chief executive officer) in taking, urgent action and making

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decisions, subject to subsequent ratification by the Local Governing Body (and/or Trust Board if need be) as necessary;

- Act as a focal point and advocate for the Local Governing Body, liaising as necessary with any regulatory body, the Local Governing Body and those representing the wider community.

Specific Responsibilities

As the guardian of the Local Governing Body's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by the Academy headteacher is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Local Governing Body are held regularly and there is a clear agenda which has been communicated to all Governors which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Local Governing Body is conducted as openly and transparently as possible;
- That decisions taken by the Local Governing Body are implemented and not circumvented;
- That Governors adhere to the Governor Code of Conduct and that appropriate and firm action is taken where this appears not to be the case, including supporting the Trust Chair when removal of a Governor is required;
- That the Local Governing Body undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Local Governing Body remains focussed on its strategic purpose and that individual Governors either as a group or committee or as individuals do not seek to become overly involved in operational matters or seek to disrupt the work of the Trust;
- There is proper and adequate succession planning;
- That any complaints about the Trust or the Academy, the actions of the Local Governing Body or an individual Governor or the headteacher are dealt with in a timely and effective manner.

Additional Skills

As well as the skills required of a Governor, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;

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- Strong communication skills;
- Ability to prioritise and delegate;
- Ability to chair meetings and encourage the participation of others, including mediate;
- Ability to build and lead a team;
- Leadership or managerial experience.

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