



REAch2 Academy Trust Governance

September 2015

REAch2 Academy Trust, Company Number: 08452281, Registered in England and Wales;
Registered Address: Scientia Academy, Mona Road, Burton Upon Trent, DE13 0UF

Contents

Foreword from the Chairman	3
REAch2 Academy Trust – overview of relevant documentation for each element of governance	4
REAch2 Governance Charter, including principles, vision & values, accountability and overview of key elements of governance	5
Roles and Functions Matrix	21
Governance elements in more detail:	34
- Members	34
- Trust Board: Terms of Reference	35
Terms of Reference for the REAch2 Board Educational Standards and Performance Committee	48
Terms of Reference for the REAch2 Board Finance Committee	50
Terms of Reference for the REAch2 Board HR Committee	53
Terms of Reference for the REAch2 Board Risk and Audit Committee	55
- Regional Boards: Constitution and Terms of Delegation	58
Terms of Reference for the REAch2 Regional Board Educational Standards and Performance Committee	71
Terms of Reference for the REAch2 Regional Board Finance Committee	73
Terms of Reference for the REAch2 Regional Board HR Committee	75
Terms of Reference for the REAch2 Regional Board Risk and Audit Committee	77
- Local Governing Bodies: Constitution and Terms of Delegation	79
- Terms of Reference for an Intervention Board	97
- Terms of Reference for a Transition Board	103

Foreword from the Chairman

This document sets out the principles and formal arrangements for governance across the REAch2 Academy Trust. As a charitable Trust we are accountable for:

- the educational outcomes and welfare of more than 15,400 children;
- the livelihoods of more than 3,500 employees;
- the prudent management of approximately £100 million of tax payers' money each year; and
- the stewardship of public buildings and land worth £250 million.

The quality and effectiveness of our governance is pivotal to ensuring all of those resources are used most effectively in delivering exceptional learning opportunities for children and best value to the tax payer.

At the heart of governance in a charity like REAch2 is the non-executive team. By non-executive, I refer to those of us who volunteer. We bring our experiences and judgement and accept accountability not for personal material benefit but for the greater public good and in particular to improve the life chances of the pupils in our schools. This year, that team of REAch2 volunteers will consist of 312 Local Governing Body (LGB) governors; 24 Regional Ambassadors; and 9 Multi-Academy Trust (MAT) trustees. This is a remarkable testament to the charitable and community-minded generosity of those of you that have agreed to serve as part of the governance team of the Trust.

The law places accountability for the educational outcomes and financial diligence of the Trust firmly with the Trustees and the CEO as Accounting Officer. However, a fundamental principle for us is that effective governance is best delivered as close as possible to the point of impact of decisions. For this reason we have developed a governance structure that delegates significant accountability to our LGBs. By December 2015, we will have 52 of these bodies; providing the overview and scrutiny of the management and governance of 52 academies is a large task for a single Trust Board to manage so we have created four Regional Boards to carry out that function. The Regional Boards are about much more than overview and scrutiny though; they are also to be a conduit for effective dialogue between all of the elements of governance in the Trust and to facilitate the voice of parents, pupils and staff in shaping the on-going development of the Trust. We want the Regional Boards to champion their schools and this is why we are calling those non-executive colleagues 'Regional Ambassadors'.

The purpose of this document is to provide clarity on the structure by which the different elements of governance work together for the benefit of the whole Trust. REAch2 is pioneering this approach to regional governance of a large MAT. We have based our model on the lessons learnt over the last three years as we have grown, but I have no doubt we will have further lessons to learn over the year as we turn this model into effective governance in practice. We will review the detail of these governance arrangements next summer as a family of governors: LGB Governors, Regional Ambassadors and Trustees.

Thank you for your contribution to this crucial work.

Peter Little

Chairman

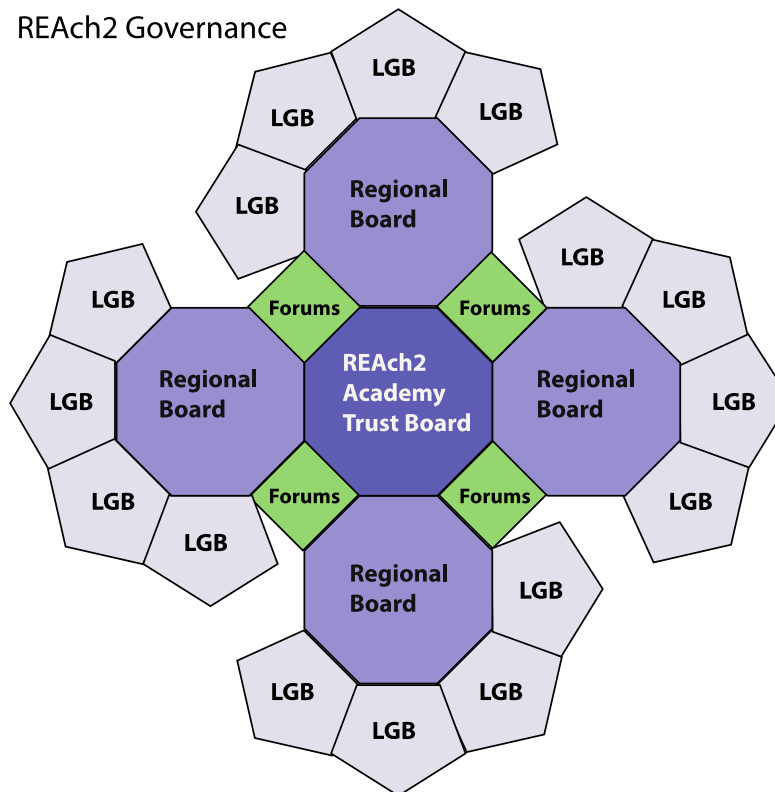
REAch2 Academy Trust Board

REAch2 Academy Trust – overview of relevant documentation for each element of governance

All	<p>Governance Charter: outlines the tiers and principles of governance across the group</p> <p>Roles and Functions matrix: identifies the tier at which a decision/function sits</p>
Members	<p>Articles of Association: constitution of the Academy Trust specifying the composition of the membership and how it conducts business.</p> <p>Guidance page on the role of a member.</p>
Trustees	<p>Articles of Association: constitution of the Academy Trust specifying the objects, powers, composition of the Trustees and how they conduct business.</p> <p>Terms of reference for the Trust Board: the role of the Trustee.</p> <p>Conflict of interest and related party transaction policy.</p>
Trust Board and Sub-Committees	<p>Terms of reference: specifying composition, remit and delegated functions.</p>
Regional Board	<p>Constitution and Terms of delegation: specifying composition, remit and delegated functions.</p>
Regional Board Sub-Committees	<p>Terms of reference: specifying composition, remit and delegated functions.</p>
Local Governing Bodies	<p>Constitution and Terms of delegation: specifying composition, remit and delegated functions.</p>
LGB Transition Board & Intervention Board	<p>Terms of reference: specifying composition, remit and delegated functions.</p>
Executive	<p>Scheme of delegation of executive powers.</p>

REAch2 Governance Charter

REAch2 is a charitable voluntary organisation which relies on the valuable input of a considerable number of non-executive volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible, coupled with its drive for accountability, it is also a complex organisation with various important elements of governance.



Principles

1. The REAch2 Charter sets out the fundamental principles of the organisation and lays down the rules for its governance. The Charter consists of the principles set out here, the Academy Trust Articles of Association and the detail set out in the Roles and Functions Matrix and Terms of Reference.
2. The governance principles of REAch2 recognise the importance of developing relationships with common purpose and they are about developing processes and structures.
3. We will continue to develop our governance arrangements to shape and take account of best practice in the sector. The '21 questions that every Multi-academy Trust should ask itself' (January 2015; see Annex 1), set out by the All Party Parliamentary Group on Education Governance and Leadership, provide a foundation by which we will assess the effectiveness of our governance.
4. Financial governance must, as a foundation, be compliant with the principles and regulations set out in the Academies Financial Handbook. REAch2 aims to go beyond this foundation to provide excellence in its governance.
5. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
6. Effective governance in our large Academy Trust is supported by the following:
 - a. Trust Members – the guardians of the constitution
 - b. Trust Board – the Directors / Trustees
 - c. Trust sub-committees
 - d. Regional Boards and their sub-committees – including the Regional Ambassadors
 - e. Local Governing Bodies – the Local Governors
 - f. The Executive Team - the Chief Executive Officer (the CEO), the Deputy CEO, Finance Director and Business and Policy Director (together the Executive Leaders) and their respective teams.
7. The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Academy Trust, including the establishment and maintenance of the Academies.

8. Regional Boards have three key functions:
 - a. Provide regional overview, scrutiny and challenge of academy education and financial performance;
 - b. Support regional locality forums for academy leaders and governors to shape and influence Academy Trust thinking; and
 - c. Ensure an effective flow of communication between the Local Governing Bodies, Regional Boards and the Trust Board.
9. The governance of each Academy shall be delegated to the relevant Local Governing Body.

Vision and Values: "*Exceptional opportunities for learning*"

The shared vision and values of REAch2 and all the Academies underpins the governance arrangements of the Academy Trust.

REAch2 fully supports the independence and distinguishing characteristics of each of the Academies. REAch2 seeks to provide a level of autonomy proportionate to the success of the Academy, which together with a focus purely on primary schools, is what gives REAch2 its distinctiveness.

Recognising the value of collaboration and the advantage of a public association, REAch2 will provide a voice on national issues affecting the Academy Trust and our academies, helping to communicate the Academy Trust's needs and concerns to those responsible for the funding and regulation of publicly funded schools.

REAch2 has a commitment to supporting the schools within the REAch2 family for the benefit of the communities served by the schools. REAch2 expects academies to work together in the spirit of solidarity. The relationship between the Academy Trust, Regional Boards and Local Governing Bodies is one of partners sharing a common goal, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges.

REAch2 is the Cornerstone of the entire Academy Trust: providing a strong, responsible foundation from which every academy develops and grows. A cornerstone provides a subtle yet crucial role in a building; in the same way, the Trust ensures REAch2 is a trustworthy, reliable and inspirational organisation, delivering the best possible learning experiences.

As an Academy Trust we are committed to creating a culture that strongly reflects our Touchstones: seven principles, which make our academies unique: inclusion, learning, leadership, enjoyment, responsibility, inspiration and integrity.

Our Local Governing Bodies are the champions of our values in our Academies.

Accountability for decisions

The Trust Board delegate authority to three key groups in order to ensure the effective leadership and governance of the Academy Trust. The three key groups are:

- Executive leadership and management team (the Executive Team);
- Regional Boards;
- Local Governing Bodies.

The relationship between the Trust Board and the Executive Team, the Regional Boards and the Local Governing Bodies is characterised as a partnership to realise a common vision and a common purpose. In the case of the Regional Boards and the Local Governing Bodies the relationship between the three tiers of governance is also based on the principles of:

1. no duplication of governance.
2. governance should be as close as possible to the point of impact of decision-making.

The Terms of Reference and the Roles and Functions Matrix provides clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds the decision-making responsibility and who supports and advises the decision makers. The use of the 'Bain RAPID' tool, described in Appendix 2, will underpin the relationships developed at different levels of governance and management to ensure effective and efficient decision making.

Intervention

The Trust Board remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance outlined in this Charter are crucial to the success of the group. However, there will be circumstances (more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw delegated authority a particular element of governance.

In such circumstances, the Trust Board, along with the Executive Team, would work closely with any Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Team.

The Trust Board reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy (or Academies) are identified, including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed; or
- the safety of pupils or staff is threatened, including a breakdown of discipline.

Overview of key elements of our governance

Members

REAch2 has “**Members**” who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The Members appoint some of the Trustees and can exercise reserve powers to appoint and remove Trustees but it is anticipated that this power will be rarely exercised. The Academy Trust will ordinarily have at least five Members.

Trust Board

The corporate management and trustee responsibility for the actions of the company is vested in the “**Trustees**” of the Academy Trust (together, referred to as “the **Trust Board**”), who are company directors registered with Companies House. The Trustees are personally responsible for the actions of the Academy Trust and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of the Academies and for the expenditure of public money. The Trustees are required, as trustees and pursuant to the

Funding Agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Academy Trust.

The role of the Trust Board is reflected in the '21 questions that every Multi-academy Trust should ask itself' identified by the All Party Parliamentary Group on Education Governance and Leadership (January 2015) and set out in Appendix 1 of this Charter:

- Setting the vision, ethos and strategy for the Academy Trust and its academies over the next three to five years;
- Establishing the governance structures for the Academy Trust, from Members to Academy level, in keeping with the Articles of Association;
- Providing clarity, through the published Terms of Reference and the Roles and Functions Matrix, of the level at which the following governance functions are exercised:
 - determining each individual Academy's vision, ethos and strategic direction
 - recruiting each Academy's Headteacher
 - performance management of each Academy's Headteacher
 - determining Human Resources policy and practice
 - oversight of each Academy's budget
 - assessment of the risks for each Academy.
- Setting the level at which the Regional Boards and LGBs will have authority and accountability through the scheme of delegation;
- Engaging with the Academies' communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the Academy Trust;
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust;
- Overview and scrutiny of Academies' education performance data;
- Overview and scrutiny of the Academy Trust's financial capability and management systems to ensure compliance with the Academies Financial Handbook, and deliver best value for money;

- Ensuring senior leaders within Academies are challenged to improve the education of pupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Trust Board sets Trust-wide policy.

Regional Board Chairs will attend Trust Board meetings as advisors to the Board in order to improve effective governance and partnership at all levels of the organisation.

The Board will carry out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

Trust Board Sub-Committees

Trust Board Sub-Committees will provide the overview and high-level scrutiny of the prioritised risks and regional overview provided by each of the Regional Boards. The principle of 'no duplication of governance' requires a clear differentiation of the nature of the scrutiny and challenge provided by the Trust Board Sub-Committees of each region's contribution to the overall performance of the Academy Trust. This compares with the Regional Board's scrutiny of each individual academy's contribution to regional performance.

The Trust Board Sub-Committees will be:

- Educational Standards and Performance
- Finance
- Human Resources
- Risk and Audit.

The Finance Sub-Committee shall establish a remuneration committee for determining senior executive salaries and performance criteria. Senior executives include the CEO and any member of the Executive Team that reports directly to the CEO. The CEO (or managers with the CEO's delegated authority) determines salaries of all other employees, subject to the overall budget limits and pay policy approved by the Trust Board.

Executive Team

The REAch2 “**Executive Team**” is the executive management arm of the Academy Trust, focusing on operations and the educational performance of the Academies. They operate under the leadership and direction of the CEO, who is by virtue of his position a Trustee of the Academy Trust. The Executive Team work directly with the staff in each Academy and both the Regional Boards and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

Regional Boards

Four Regional Boards, through the Terms of Delegation and the Roles and Functions Matrix, provide the overview, scrutiny and performance challenge of the Academies and Local Governing Bodies in their region. Non-executive Regional Ambassadors provide the appropriate skills and experience to provide effective support and challenge in the four areas of scrutiny: educational standards and performance; finance; HR; risk and audit.

The Regional Boards have a fundamental role to play in developing and maintaining positive relationships and common purpose with Local Governing Bodies. This is in parallel with the role of the Regional Executive Principal led regional teams who will develop and maintain those relationships and common purpose with the individual academy management teams.

Forums

Each of the Regional Boards will support a Headteacher Forum and a Chairs of Local Governing Bodies Forum. The purpose of the Forums is to:

- promote the values of independence and interdependence;
- build relationships;
- generate new ideas;
- influence policy development; and
- provide a starting point for consultation.

The Regional Boards, in consultation with Headteachers and Chairs of Local Governing Bodies, will determine the most effective methods of establishing and managing the forums. For example, forums may be established on a regional basis and/or on a smaller locality basis. Forums will be Chaired by elected representatives from amongst their membership to

encourage freethinking and honest debate without constraint or any perceived need to tell senior staff or Trustees 'what they want to hear'.

The Regional Boards contribute to the effectiveness of the Academy Trust by 'knowing' and being champions of their Academies.

Local Governing Bodies (LGBs)

The role of a Local Governor within a Multi-Academy Trust is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that 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. In conjunction with the Regional Boards, the Trust Board establishes Local Governing Bodies for each of the Academies, for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members.

The Local Governors are accountable to the Regional Board and the Trust Board (who in turn is accountable to the Department for Education) as well as to the communities they serve.

The broad duties of the Local Governing Body are summarised as:

- To contribute to and fulfil the vision and ethos of REAch2 in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
- To implement and review from time to time the strategic plan for the Academy, focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;
- To act as a critical friend to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
- To oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Headteacher (with the support of the Academy's senior leadership team) and submitting such for approval by the Regional Board and the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices;

- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time;
- To support the Academy's Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academies, reporting any issues or concerns to the Regional Executive Principal and, if necessary, the CEO, the Chair of the Regional Board or the Chair of the Trust Board;
- To promote within the organisation and externally the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
- To develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
- To engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable.

Pupil, parent and staff voice

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of REAch2 academies. All schools have active Pupil Councils with representatives from each year group. Each LGB is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each LGB. Staff voice is similarly built into the governance structure with the election to each LGB of two employees of the Academy (usually one teacher and one non-teaching staff member) by employees of the Academy.

As a Trust we will consider what further mechanisms for pupil, parent and staff representation at other governance levels may be appropriate.

Overview: composition of governance elements

Trust Members

- The chair of trustees (governors) of Hillyfield Primary Academy (currently Roger Pryce)
- Persons appointed by the Members by special resolution (currently Peter Little and Rev. David Rossdale)

Trust Board

- Chief Executive Officer (if confirmed as such by the Members)
- 5x Trustees appointed by the Members
- Up to 1 Trustee appointed by the Southwark Diocesan Board of Education
- any Co-opted Trustees

Regional Boards

- Regional Executive Principal
- Trust Board Trustee/s
- 6x Regional Ambassadors appointed by the Trust Board
- 3x elected Local Governing Body Chairs, which shall include the chair of a 'Lead Academy' (an academy which is both judged outstanding by Ofsted and is a teaching school) if applicable
- 3x elected Headteachers
- Up to 3x Co-opted Regional Ambassadors

Local Governing Bodies

- Headteacher
- 4x governors appointed by the Trust Board
- 2x elected Parents
- 2x elected Staff
- Up to 3x Co-opted Local Governors

Appendix 1 – All Party Parliamentary Group on Education Governance and Leadership (January 2015)

21 Questions every Multi-academy Trust Board should ask itself

<http://www.publications.parliament.uk/pa/cm/cmllparty/register/education-governance-and-leadership.htm>

<http://www.nga.org.uk/getattachment/News/NGA-News/21Q/21-Questions-for-Multi-academy-Trusts-FINAL.pdf.aspx>

Vision, ethos and strategy

1. Does the Trustee Board have a clear vision and strategic priorities for the next three to five years, to which all academies contribute and which is understood by each of its academies?
2. How effectively do these strategic priorities drive the governance structure, activities and agenda setting at all levels of the Trust?
3. What vision does the Trustee Board have for the size of the Trust and how does the strategy ensure that there is the capacity to support any additional academies well?

Governance structures

4. Is the structure of the Trust from its members to academy level governance conducive to effective working, ensuring check and balances but avoiding duplication at different levels, and delivering good two-way communications?
5. How does the Trustee Board ensure that its governance structure is clear, in keeping with its Articles of Association, and that those at regional, cluster and academy level understand their roles and responsibilities compared to those of the Trustee Board?
6. a) Does the Trustee Board have a scheme of delegation, is it published on its website and those of its academies, and does the scheme make clear where the following key governance functions are exercised:
 - Determining each individual academy's vision, ethos and strategic direction?
 - Recruiting each academy's Principal/Head of school?
 - Performance management of each academy's Principal/Head of school?
 - Determination of Human Resources policy and practice?

- Oversight of each academy's budget?
- Assessment of the risks for each academy?

b) Is the principle of earned autonomy applied to individual academies or local clusters and if so, do all involved at all levels of governance within the MAT understand how?

Trustee Board effectiveness and conduct

7. **Right skills:** Has the Trustee Board adopted a robust and transparent process for the recruitment both of trustees and those at local governance level, including role specifications, skills audits and interview panel to ensure those carrying out governance functions have the full range of experience, qualities and skills necessary to discharge all the Trustee Board's responsibilities?
8. **Clerking:** Does the Trustee Board have a professional clerk providing information and guidance on regulatory practice and procedures, including governance leadership to the committees and any academy level governance?
9. **Chair:** How does the Trustee Board ensure the chair shows strong and effective leadership?
10. **Trustee performance:** Does the chair carry out an annual review of each trustee's contribution to the Board's performance and ensure each trustee is investing in his/her own development?
11. **Succession planning:** Do we engage in good succession planning so that, in normal circumstances, no trustee serves for longer than two terms of office and the chair is replaced at least every six years?
12. **Conflicts of interest & conduct:** How does the Trustee Board ensure conflicts are avoided and that the Nolan principles of public life are adhered to?
13. **Learning from others:** Has the Trustee Board regularly reviewed its structures and practice, making use of other Boards' experiences and periodically seeking external expertise?
14. **Trustee performance:** Does the chair carry out an annual review of each trustee's contribution to the Board's performance and ensure each trustee is investing in his/her own development?
15. **Succession planning:** Do we engage in good succession planning so that, in normal circumstances, no trustee serves for longer than two terms of office and the chair is replaced at least every six years?

16. **Conflicts of interest & conduct:** How does the Trustee Board ensure conflicts are avoided and that the Nolan principles of public life are adhered to?
17. **Learning from others:** Has the Trustee Board regularly reviewed its structures and practice, making use of other Boards' experiences and periodically seeking external expertise?

Engagement

18. How does the Trustee Board listen to, understand and respond to pupils, parents, staff and local communities across all its academies?
19. What benefit do the academies within the Trust draw from collaboration with other schools and other sectors, including employers, locally and nationally; and how is the Trust involved in contributing to improving leadership and schools beyond its own academies?

Effective accountability of the executive leadership

20. How well does the Trustee Board understand its academies' performance data, and how do Trustees know that pupils in all their academies are making the best progress they can?
21. What mechanisms does the Trustee Board use to ensure there is a strong and effective executive leadership structure and personnel in place across the Trust with the right skills, clear line-management and reporting mechanisms?
22. How does the Trustee Board ensure senior leaders within academies are challenged to improve the education of pupils, and what intervention would be used if improvement is not progressing according to plan at an academy?
23. How does the Trustee Board ensure that the Trust's financial capability and management systems are robust to ensure compliance with the Academies Financial Handbook, best value for money and deliver the long-term strategy?
24. Do the compliance systems give assurance to the Trustee Board that the Trust is meeting its statutory and legal responsibilities?

Impact on outcomes for pupils

21. How much have the academies improved over the last three years, and what has the Trustee Board's contribution been to this?

Appendix 2 - RAPID®: Bain's tool to clarify decision accountability

<http://www.bain.com/publications/articles/RAPID-tool-to-clarify-decision-accountability.aspx>

“Decisions are the coin of the realm in business. Every success, every mishap, every opportunity seized or missed stems from a decision someone made—or failed to make. Yet in many firms, decisions routinely stall inside the organization—hurting the entire company's performance.

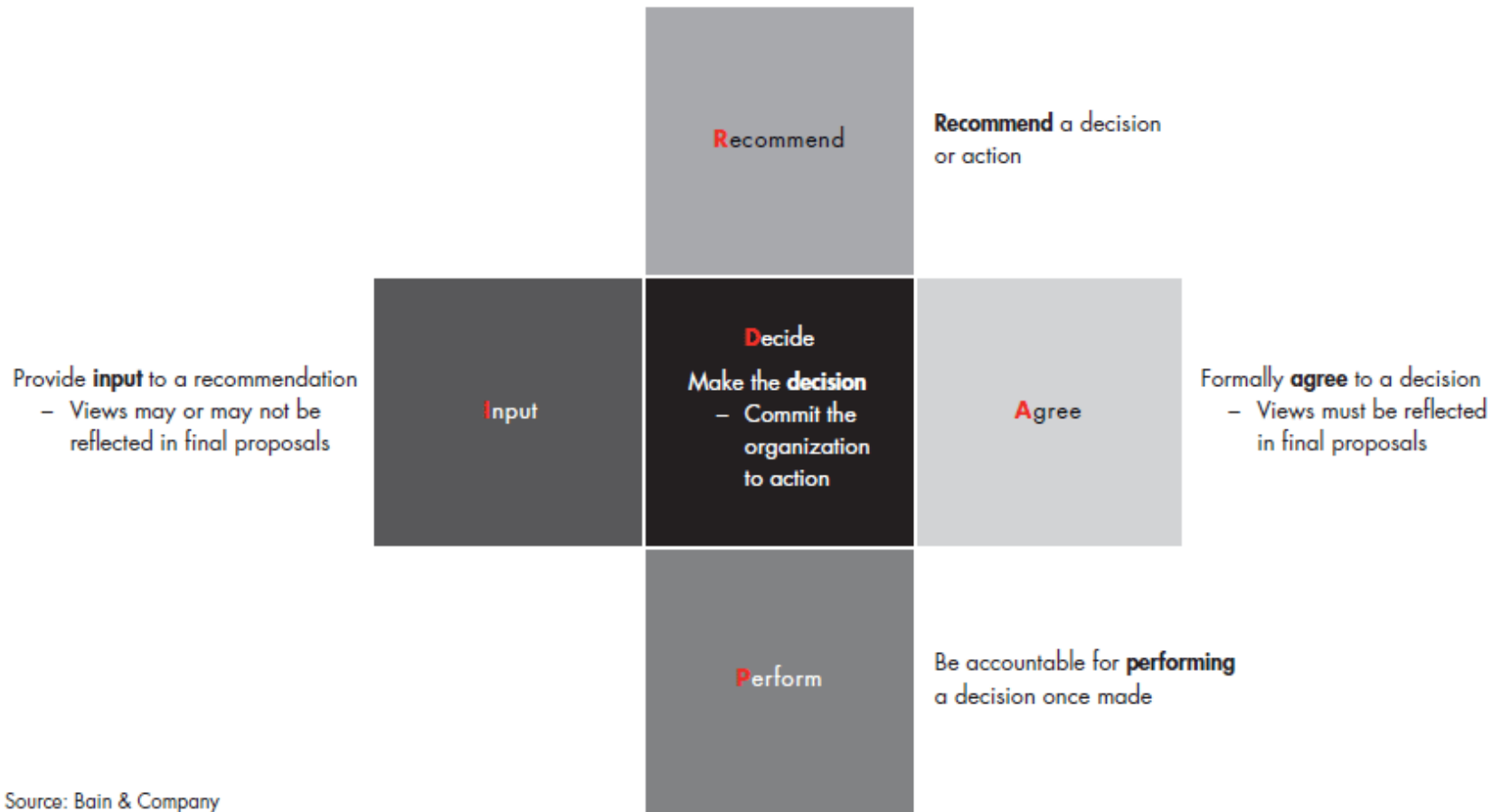
The culprit? Ambiguity over who's accountable for which decisions. In one auto manufacturer that was missing milestones for rolling out new models, marketers and product developers each thought they were responsible for deciding new models' standard features and colors. Result? Conflict over who had final say, endless revisiting of decisions—and missed deadlines.

How to clarify decision accountability? Assign clear roles for the decisions that most affect your firm's performance—such as which markets to enter, where to allocate capital, and how to drive product innovation. Think "RAPID® ": Who should recommend a course of action on a key decision? Who must agree to a recommendation before it can move forward? Who will perform the actions needed to implement the decision? Whose Input is needed to determine the proposal's feasibility? Who decides—brings the decision to closure and commits the organization to implement it?

When you clarify decision roles, you make the *right* choices—swiftly and effectively.

To address this common problem, Bain, created RAPID®, a tool to clarify decision accountability. A loose acronym for Input, Recommend, Agree, Decide and Perform, RAPID® assigns owners to the five key roles in any decision.”

“If managers suddenly realize that they're spending less time sitting through meetings wondering why they are there, that's an early signal that companies have become better at making decisions. When meetings start with a common understanding about who is responsible for providing valuable input and who has the **Decision making responsibility**, an organization's decision-making metabolism will get a boost.”



Roles and Functions Matrix

Governance					
Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
<p>To review and amend the Articles of Association</p> <p>To change the name of the Academy Trust</p> <p>To receives an annual report from the Trustees and the CEO on the Academy Trust's performance</p>	<p>To review and amend:</p> <ul style="list-style-type: none"> the Governance Charter the Terms of Reference for the Trust Board the Constitution and Terms of Reference of Regional Boards and their sub-committees the Constitution and Terms of Reference of the Local Governing Bodies (including those relating to Transition and Intervention Boards) the Terms of Reference for delegation to the Executive 	<p>To provide regional overview, scrutiny and challenge of academy education and financial performance</p> <p>To establish regional forums (or more localised) for:</p> <ul style="list-style-type: none"> Chairs of governors; and Headteachers <p>To ensure there is effective communication between the Trustees and the LGB</p> <p>To support the Chairs of Governors on the leadership of their respective LGBs</p> <p>To consult with the LGBs on any proposals they might have to establish</p>	<p>To champion the REAch2 vision and values in the academy and to ensure the spiritual wellbeing of the pupils</p> <p>To determine the educational and spiritual character, mission or ethos of a particular Academy (to the extent that it is not inconsistent with that of the Academy Trust) in collaboration with the Headteacher</p> <p>To ensure that the school has a medium to long-term vision for its future and that there is a robust strategy in place for achieving its vision</p> <p>To appoint (and remove) from its</p>	<p>To attend meetings of the Trustees and to provide a CEO's report</p> <p>To support the appointment process for the Company Secretary and the Clerk</p> <p>To secure professional advice on behalf of the Trustees as may be requested</p> <p>To support the Trustees and the Academies in the preparation of Trust-wide and Academy specific policy requirements</p>	<p>To implement the educational character, mission or ethos of a particular Academy (to the extent that it is not inconsistent with that of the Academy Trust) as determined by the LGB</p> <p>To attend meetings of the LGB and to provide a Headteacher's report</p> <p>To support the appointment process for the Clerk</p> <p>To tailor Trust-wide policies to Academies as recommended by the Executive Team</p>

	<ul style="list-style-type: none"> • this Roles and Functions Matrix. <p>To determine the Board's Reserved Matters</p> <p>To determine the educational character, mission and ethos of the Academy Trust</p> <p>To appoint a Company Secretary</p> <p>To appoint a Clerk to the Trustees</p> <p>To review and amend the policies of the Academy Trust</p>	<p>any sub-committees other than temporary, ad hoc sub-committees required to deal with specific issues</p>	<p>number: Chair, Vice-Chair and Local Governors with specific responsibilities for special educational needs, child protection, pupil premium and financial matters</p> <p>To appoint a Clerk to the Local Governing Bodies</p> <p>To review and amend the policies of the Academies (in line with any Academy Trust prescribed policy)</p> <p>To implement a means whereby the Academy can receive and react to pupil, parent and staff feedback</p> <p>To establish and maintain a relationship with members of the local community</p>		
--	--	---	--	--	--

Finance					
Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
To appoint external auditors	<p>To appoint internal auditors</p> <p>To sign off annual accounts and report</p> <p>To approve the financial scheme of delegation</p> <p>To appoint a finance committee</p> <p>To approve the annual budget for the Trust</p> <p>To approve any significant changes to the approved budget</p> <p>To monitor income, expenditure, cash flow and balance sheet of the Academy Trust</p> <p>To establish a charging and remissions policy and to keep this under review</p> <p>To appoint an Accounting Officer</p> <p>To ensure proper financial controls are in place</p> <p>To maintain a register of business interests</p>	<p>To scrutinise (acting through its Finance Committee) the budgets for its Academies for recommendation to the Trustees' Finance Committee</p> <p>To ensure adequate risk, financial and asset management systems are in place across the Academy</p> <p>To consider any variances on delegated budget reported by the LGBs for approval</p>	<p>To appoint a Local Governor responsible for finance</p> <p>To approve the annual budget for the Academy</p> <p>To monitor the income, expenditure and cash flow of an Academy</p> <p>To ensure any variances from the budget are reported to the Regional Board Finance Committee</p> <p>To ensure proper financial controls are in place at the Academy</p> <p>To maintain a register of business interests</p> <p>To ensure provision of free school meals to those pupils meeting the criteria</p>	<p>To prepare the annual budget for the Academy Trust</p> <p>To monitor the income, expenditure, cash flow and balance sheet of the Academy Trust</p> <p>To prepare monitoring reports for the Trustees (CEO) To act as the Accounting Officer</p> <p>To ensure proper financial controls are in place</p> <p>To maintain a register of business interests (of the Executive Team)</p> <p>To set up and approve staff expenses for the Executive Team</p> <p>To open bank accounts</p>	<p>To ensure the preparation of the annual budget for the Academy with the assistance of relevant staff</p> <p>To monitor the income, expenditure and cash flow of an Academy</p> <p>To prepare monitoring reports for the LGBs</p> <p>To ensure proper financial controls are in place at the Academy</p> <p>To ensure provision of free school meals to those pupils meeting the criteria</p> <p>To set up and approve staff expenses at the Academy</p>

Contracts					
Members	Trustees	Regional Boards	LGB members	Executive Team	Headteacher
To approve any service contracts for Trustees	<p>To adopt a Trust-wide procurement policy</p> <p>To set the delegated levels of authority for contracts</p> <p>To approve contracts with a value above £25,000</p> <p>To approve contracts which constitute related party transactions</p> <p>To set up and approve Trustee expenses in accordance with the Trust Conflict of Interest policy</p>	To review opportunities for collaborative procurement	<p>To enter into contracts up to the limits of delegation and within an agreed budget</p> <p>To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academy</p>	<p>To enter into contracts up to the limits of delegation and within an agreed budget</p> <p>To make payments within agreed financial limits</p>	<p>To make payments within agreed financial limits</p> <p>To enter into contracts up to the limits of delegation and within an agreed budget (D)</p> <p>To act as a signatory of an Academy specific bank account (D)</p>

Curriculum and standards

Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
<p>To receive an annual report from the Trustees and the CEO on standards</p>	<p>To appoint an education standards committee</p> <p>To determine a Trust-wide curriculum policy to ensure provision of a balanced and broadly based curriculum and to include:</p> <ul style="list-style-type: none"> • a prohibition on political indoctrination and a balanced treatment of political issues; and • a written policy on sex and relationship education <p>To determine a Trust-wide policy on religious education and collective acts of worship</p> <p>To receive a termly report from the Executive Team regarding standards</p>	<p>To appoint an education standards committee</p> <p>To review Key Performance Indicators (KPIs) across the region for identification of any areas of concern for referral to the Trustees</p>	<p>To approve the curriculum proposed by the Headteacher (to the extent that it is consistent with the Trust-wide policy)</p> <p>To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy</p> <p>To monitor the KPI figures reported from the Headteacher relating to standards</p> <p>To develop, monitor and approve the Academy Development Plan</p>	<p>To provide oversight of the implementation of the Trust-wide curriculum policy</p> <p>To provide a termly report to the Trustees regarding standards</p> <p>To provide oversight of the target setting for pupil achievement and progress by the Headteacher and monitor against targets</p> <p>To monitor the KPI figures reported from the Headteacher relating to standards</p>	<p>To ensure the curriculum is delivered at the Academy including compliance with any funding agreement requirements</p> <p>To make provision for a daily collective act of worship</p> <p>To set targets for pupil achievement and progress and monitor against targets</p> <p>To report bi-termly KPI figures for the Executive Team and the LGB relating to standards</p> <p>To prepare a draft Academy Development Plan for approval by the LGB</p>

Special Educational Needs (SEN)

Members	Trustees	Regional Boards	LGB members	Executive Team	Headteacher
-	To determine a Trust-wide SEN and Disability Discrimination Act policy	To review KPIs across the region for identification of any areas of concern for referral to the Trustees	<p>To appoint a Local Governor responsible for SEN and inclusion</p> <p>To review and maintain the Academy's SEN policy</p> <p>To provide oversight of the implementation of the policy within the Academy and compliance with the Disability Discrimination Act requirements</p>	<p>To provide oversight of the implementation of the Trust-wide SEN policy</p> <p>To ensure compliance with the Disability Discrimination Act requirements within the Academies</p>	<p>To designate a teacher to be responsible for co-ordinating SEN provision</p> <p>To liaise with the local authority in respect of students who have (or might have) SEN</p> <p>To make provision for SEN pupils with or without a statement or Education, Health and Care plan</p> <p>To ensure compliance with the Disability Discrimination Act requirements within the Academy</p>

Safeguarding					
Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
-	<p>To adopt a Trust-wide safeguarding and Child Protection policy</p> <p>To adopt a Trust-wide policy regarding school trips</p>	<p>To review KPIs across the region for identification of any areas of concern for referral to the Trustees</p>	<p>To appoint a designated governor for safeguarding</p> <p>To review and maintain a safeguarding and child protection policy for the Academy (consistent with the Trust-wide policy)</p> <p>To ensure the completion of the single central record and its regular up-dating</p>	<p>To ensure that each Academy has appointed a designated teacher to support looked after children</p> <p>To make arrangements for safeguarding audits to be conducted by independent personnel</p> <p>To report to the Trustees on the procedures in place for safeguarding and on matters as they arise</p>	<p>To appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance</p> <p>To maintain the single central record</p> <p>To approve off-site visits for pupils of more than 24 hours</p>
Behaviour					
Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
	<p>To adopt a Trust-wide behaviour policy</p> <p>To review the use of exclusions across the Academy Trust</p>	<p>To review KPIs across the region for identification of any areas of concern for referral to the Trustees</p>	<p>To adopt and ensure the implementation of a behaviour policy for the Academy</p> <p>To convene a committee to review any exclusion of a pupil</p>	<p>To prepare a Trust-wide behaviour policy for adoption by the Trustees</p> <p>To review the overall pattern of exclusions and to report to the Trustees</p>	<p>To prepare a behaviour policy for the Academy for adoption by the LGB</p> <p>To exclude a pupil for a fixed term or permanently</p>

Admissions					
Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
-	To adopts a Trust-wide admissions policy	To ensure that the impact of any proposed changes to an Academy's admission arrangements are considered in light of the other Academies in the region	<p>To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes</p> <p>To make arrangements for determining admissions and hearing admission appeals</p> <p>To ensure effective arrangements are in place for pupil recruitment</p> <p>To contribute to the development of the Academy prospectus</p>	<p>To propose a Trust-wide admissions policy for adoption by the Trustees</p> <p>To provide oversight of and support of the implementation of the admissions arrangements across the Academy Trust</p>	<p>To provide direction to the LGB as to requirements under the School Admissions and Appeals Codes</p> <p>To ensure compliance with the Trust-wide policy</p> <p>To make arrangements for determining admissions and hearing admission appeals</p> <p>To participate in local admissions forum</p> <p>To ensure participation in the fair access protocol</p>

Other pupil related matters

Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
-	<p>To receive a termly report from the Executive Team regarding standards (to include attendance)</p> <p>To adopt a Trust-wide Complaints policy and receive reports from the Executive Team regarding the level of complaints across the Academy Trust</p>	<p>To review KPIs across the region for identification of any areas of concern for referral to the Trustees</p>	<p>To review attendance and pupil absences (as part of the KPIs)</p> <p>To appoint a Local Governor responsible for statutory grants including pupil premium</p> <p>To monitor the impact of the pupil premium in the Academy</p> <p>To adopt an Academy Complaints policy (consistent with the Trust-wide policy)</p> <p>To hear complaints at the relevant stage</p> <p>To ensure effective arrangements are in place for pupil support and representation at the Academy</p> <p>To support the Academy Trust and the Headteacher in the extended school provision in the Academy</p>	<p>To monitor the levels of attendance in the Academies and the use of home-Academy agreements and reports termly to the Trustees</p> <p>To monitor the impact of the pupil premium across the Academy Trust</p> <p>To review the level of complaints across the Academy Trust</p>	<p>To maintain a register of pupil attendance</p> <p>To report on attendance and pupil absences (as part of the KPIs)</p> <p>To review and maintain home-Academy agreements</p> <p>To set the times of Academy sessions and the dates of Academy terms and holidays</p> <p>To ensure effective deployment of the Pupil Premium and to monitor its impact</p> <p>To prepare an Academy complaint policy consistent with the Trust-wide policy for adoption by the LGB and to hear complaints at the relevant stage</p> <p>To ensure that the Academy meets for 380 sessions in an Academy year</p>

Staffing

Members	Trustees	Regional Board	LGB members	Executive Team	Headteachers
-	<p>To appoint an HR committee</p> <p>To define any overarching management structures across Academy Trust and budget</p> <p>To adopt Trust-wide staff policies and procures</p> <p>To appoint, suspend and dismiss the CEO acting through a committee.</p> <p>To conduct the performance management review of the CEO (acting through the remuneration committee)</p> <p>To appoint, suspend and dismiss the Executive Leaders (excluding the CEO) acting through a committee and in consultation with the CEO</p> <p>To appoint, suspend and dismiss the Company Secretary and Clerk</p>	<p>To appoint an HR committee</p> <p>To provide input as requested by the Executive Team on the recruitment of Headteachers</p>	<p>To participate in the process to appoint the Headteacher as requested by the Executive Team (acting with the delegated authority of the Trust Board) and to take part in the performance management of the Headteacher</p> <p>To support the Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy and for the appointment of Academy staff to ensure that the Academy is fully staffed in accordance with that structure</p> <p>To ensure that there is effective communication between the Headteacher and the</p>	<p>To determine the senior leadership and non-teaching structures for each Academy</p> <p>To advise the Trustees on suitable Trust-wide policies and procedures and to ensure their effective implementation</p> <p>To monitor and review staffing changes across the Academy Trust</p> <p>(CEO) To conduct the performance management review of the Executive Leaders (excluding the CEO) with support from the remuneration committee</p> <p>To appoint, suspend and dismiss members of the Executive Team (excluding the Executive Leaders and as otherwise reserved to the Trustees)</p>	<p>To determine staffing requirements within each Academy and budget</p> <p>To implement the Trust-wide policies and procedures in the Academy</p> <p>To appoint teaching and non-teaching staff</p> <p>To suspend or dismiss teaching and non-teaching staff in consultation with the Executive Team</p> <p>To conduct the performance management of staff in the Academy</p> <p>To approve applications for early retirement, secondment and leave of absence</p>

	<p>To conduct the performance management review of the Company Secretary and Clerk</p>		<p>Regional Executive Principal</p> <p>To ensure the Academy Trust's policies on all HR matters are implemented in the Academy</p> <p>To monitor and scrutinise the implementation of the Academy Trust's policies at the Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal</p>	<p>To conduct the performance management review of the Executive Team (excluding the Executive Leaders) acting through the Executive Leaders</p> <p>To appoint, suspend and dismiss the Headteachers</p> <p>To conduct the performance management of Headteachers</p>	
--	--	--	--	---	--

Information management and communication

Members	Trustees	Regional Board	LGB members	Executive Team	Headteacher
-	<p>To adopt data protection policies and procedures to cover:</p> <ul style="list-style-type: none"> the requirement to notify individuals as to how information is to be used and on the matter of safe storage. 		<p>To ensure the effective implementation of the data protection policies and procedures in the Academy</p> <p>To ensure systems are in place in line with the Academy Trust's strategy at the Academy for effective communication with pupil, parents or carers, staff and the wider community including the support of a local parent teacher association (if established)</p>	<p>To ensure compliance with all data protection legislation and good practice across the Academies</p> <p>To support the individual academies on the effective safe storage of data</p> <p>To maintain accurate and secure staff records for the Executive Team</p> <p>To ensure registration with the Information Commissioner's Office is up to date.</p>	<p>To ensure the publication of Academy information, ensuring that all electronic communication, including web pages, are up to date</p> <p>To maintain accurate and secure pupil records</p> <p>To maintain accurate and secure staff records for the Academy</p> <p>To ensure compliance with all data protection legislation and good practice in the Academy</p>

Health, safety, risk and estates

Members	Trustees	Regional Board	LGB members	Executive Team	Headteachers
	<p>To appoint a risk and audit committee</p> <p>To review risk management and maintain a risk register</p> <p>To approve insurance arrangements</p> <p>To review and maintain a buildings strategy and asset management planning arrangements</p> <p>To adopt a Trust-wide health and safety policy</p> <p>To adopt a Trust-wide lettings policy</p>	<p>To appoint a risk and audit committee</p> <p>To identify proforma risk matters to inform the Academy specific risk register</p> <p>To reviewing the Risk Reports provided by the LGBs and make any recommendations to the Executive Team or notifications to the Trustees as appropriate</p> <p>To monitor the regional arrangements for the effective supervision of building maintenance and minor works</p> <p>To monitor the implementation of the Academy's health and safety policy across the Academies</p>	<p>To appoint a Local Governor responsible for health and safety</p> <p>To review the risk register of the Academy and prepare the Risk report for the Regional Board</p> <p>To adopt a health and safety policy for the Academy (in line with the Trust-wide policy)</p> <p>To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the Academy</p> <p>To conduct site inspections to review any health and safety issues and the security of premises and equipment</p>	<p>To prepare the risk register for the Academy Trust</p> <p>To procure buildings and related insurance and make proposals to the Trustees</p> <p>To prepare a buildings strategy and asset management planning arrangements</p> <p>To propose a Trust-wide health and safety policy for the Trustees' approval</p> <p>To monitor and support the implementation of the Trust-wide health and safety policy</p> <p>To draw up, agree and monitor an accessibility plan for each Academy in consultation with the Headteacher</p>	<p>To prepare the risk register for the LGB having regard to the risks identified by the Regional Board</p> <p>To prepare a health and safety policy for the Academy (in line with the Trust-wide policy) for adoption by the LGB</p> <p>To monitor the accident book and agree appropriate actions</p> <p>To ensure suitable risk assessments are prepared and appropriate actions taken</p> <p>To review security of premises and equipment</p> <p>To implement the Trust-wide lettings policy</p> <p>To liaise with the Executive Team on the accessibility plan for the Academy</p>

Governance elements in more detail

Members: general guidance

The Members of the Academy Trust are the equivalent of the shareholders in a commercial company (save that they do not receive dividends). In simple terms the Members "own" the Academy Trust. They have a number of statutory rights and rights set out in the Academy Trust's Articles of Association (the **Articles**).

The Academies Financial Handbook (September 2015) issued by the Education Funding Agency ("EFA") provides as follows:

- Members have an overview of the governance arrangements of the trust.
- Members can amend the articles and may do so to support stronger governance arrangements.
- While members can be trustees, retaining some distinction between the two layers ensures that members, independent of the trustees, provide oversight and challenge - this is especially important in multi academy trusts in which trustees are responsible for a number of academies.
- Academy trusts should be established with three member, although DfE encourages trusts to have at least five members in total, as this:
 - Ensures enough members to take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity; and
 - Facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree).
- Members must not be employees of the academy trust.
- The appointment of any new Member must be notified to EFA (via the Information Exchange) within 14 days of the appointment.
- The appointment and resignation/removal of Members does not need to be notified to Companies House.
- The Academy Trust's statutory books/registers should include a register of Members, which should be kept up-to-date particularly on appointment and removal/resignation.

REAch2 Trust Board: Terms of Reference

1 Core values

The Board of REAch2 will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of REAch2;
- be accountable to its stakeholders and regulatory bodies for its activities;
- engage in a partnership with the Executive Team.

2 Expectations of REAch2 Trustees

All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1);
- comply with:
 - the Articles of Association,
 - these terms of reference,
 - the scheme of delegation to the Executive Team,
 - the conflicts of interest policy,
 - the code of practice appended at Annex 2 of these terms of reference.
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of REAch2;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training.

3 Powers, functions and responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees (including the Regional Boards and the Local Governing Bodies).

The Trustees have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the Academy Trust;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;
- designing strategy and structure for the operation of the Academy Trust;
- the delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the Executive Team;

- ensuring sound management and administration of the Academy Trust by the Executive Team, and ensuring that the Executive Team is equipped with the relevant skills and guidance;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Academy Trust;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

4 Accountability of Trustees

The Trustees are chiefly accountable to:

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

5 Conducting Trustees' business

The Trustees are required to:

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

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

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do (CC3)* (Charity Commission, July 2015) and in the *DfE Governors Handbook (January 2015)*.

The Trustees shall have regard to the Academies Financial Handbook, which shall be circulated to all Trustees.

6 Chair of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

7 Meetings of Trustees

There will be a minimum of three meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles.

In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls;
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);
- receive and consider information on financial performance at least three times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Clerk to the Trust Board shall prepare an annual plan for the meetings of the Trustees.

8 Delegation of powers of Trustees

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

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Team. The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and Director of Finance, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of their powers listed in Annex 3 ("the Reserved Matters").

Delegation can be made to:

- Board committees including the following committees:
 - Finance,
 - Risk and Audit,
 - HR and
 - Education Standards and Performance.
- the Regional Boards
- the LGBs;
- any individual Trustee;
- the Executive Team (which in turn may delegate to further individuals).

9 Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- a) Pupils
- b) Parents
- c) Staff.

10 Risk management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Academy Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

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

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

11 The management of conflicts of interest

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

- a) declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- b) avoid any conflict of interest between that interest and the interests of the Academy Trust.

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

Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

12 Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order

to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

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

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

The Trustees shall provide each new Trustee with:

- the Academy Trust's Articles of Association
- the REAch2 Governance Charter
- these terms of reference
- the scheme of delegation to the Executive Team
- the Roles and Functions Matrix and
- the conflicts of interest policy.

New Trustees shall be required to sign the declaration set out in Annex 4.

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

13 Training and development of Trustees

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Academy Trust operates.

The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

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

1. Selflessness

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

2. Integrity

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

3. Objectivity

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

4. Accountability

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

5. Openness

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

6. Honesty

Holders of public office should be truthful.

7. Leadership

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

Annex 2 Trustees' code of practice

1 Introduction

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

2 General responsibilities

"Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. They should not let their personal views or prejudices affect their conduct as trustees." (*The Essential trustee: what you need to know (CC3)*, Charity Commission, February 2008).

"The primary duty of a trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established". (*Governance and management of charities*, Andrew Hind, NCVO Publications, 1995)

Trustees should listen to the view of other trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

3 Board papers

While the board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, trustees should contact the chair.

4 Board meetings

Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed.

As Trustees must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision-making.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

5 Outside board meetings

Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other trustees.

Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

6 Disagreements

Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the chair or through the normal procedures at a board meeting.

If not resolved, a trustee may request the matter be taken further by the chair.

If a satisfactory conclusion is not reached, the board may recommend the appointment of an independent mediator.

7 The Executive Team and the wider staff

Staff and Trustees are expected to deal with each other with respect and courtesy.

Trustees must ensure there is a clear understanding of the scope of authority delegated to the chief executive officer ("the **CEO**").

Having given the CEO delegated authority, trustees should be careful, individually and collectively, not to undermine that authority either by word or action.

Trustees delegate the management to the CEO, which includes the management of staff.

If a Trustee has concerns relating to the performance of a member of staff, he or she should contact the chair, who will take up the matter with the CEO.

Annex 3 Reserved matters

The Reserved Matters are:

Members

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

- 1 to change the name of the Academy Trust
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent)
- 3 to change the structure of the Trust Board
- 4 to amend the Articles of Association
- 5 to pass a resolution to wind up the Academy Trust
- 6 to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

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

- 7 to change the name of the Academies
- 8 to determine the educational character, mission or ethos of the Academies
- 9 to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- 10 to terminate a supplemental funding agreement for an Academy
- 11 to establish a trading company
- 12 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- 13 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 14 to appoint investment advisors
- 15 to sign off the annual accounts;
- 16 to appoint or dismiss the Chief Executive Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees;

- 17 to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 18 to do any other act which the Articles expressly reserve to the Trust Board or to another body or
- 19 to do any other act which the Trust Board determine to be a Reserved Matter from time to time.

Annex 4 Trustee declaration on appointment

REAch2 Academy Trust (Academy Trust)

I confirm that I am willing to act as a director of the Academy Trust ("**a Trustee**"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Academy Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed

Full name

.....

Address

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records.

REAch2 Academy Trust: a company limited by guarantee

Company registration number: 08452281

Registered office: Scientia Academy, Mona Road, Burton-on-Trent,
Staffordshire, DE13 OUF

Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity trustees or trustees of a charity

(1) A person ("P") is disqualified from being a charity trustee or trustee for a charity in the following cases—

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- c) P has not been discharged, or
- d) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity trustee or trustee for a charity by an order made—

- e) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- f) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to—

- g) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- h) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

Terms of Reference for REAch2 Board Educational Standards and Performance Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Educational, Standards and Performance Committee (the **Committee**). These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, a majority of whom will be Trustees.

The Trust Board will appoint one of the members of the Committee as its chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation, in order to provide information.

Voting

The quorum for each meeting shall be one half of the numbers of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at

any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- to ensure that the highest possible standards are set and maintained across the Academy Trust
- to receive a termly report from the Executive Team regarding standards and performance of the Academy Trust against key performance indicators
- to identify any areas of concern in respect of standards and performance and to implement an action plan with the Executive Team
- to ensure that the Academy Trust's curriculum is balanced and broadly based
- to scrutinise and review Academy Trust policies for recommendation to the Trust Board
- to ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust
- to support the Chief Executive Officer in the creation, implementation and monitoring of the Academy Trust's self-evaluation development plan and any post-Ofsted action plan
- to advise the Trust Board with respect to targets for student achievement across the Academy Trust
- to ensure that effective arrangements are in place across the Academy Trust for pupil support and representation, for monitoring pupil attendance and for pupil discipline
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the REAch2 Board Finance Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Board to be known as the Finance Committee (the **Committee**). These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.

The Board will appoint one of the members of the Committee as its Chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask the Chief Executive and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation, to provide information.

The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor and the head of internal audit without the senior executives being present.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be to:

- develop a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy
- consider the Academy Trust's indicative funding, once notified by the EFA, and to assess its implications for the Academy Trust, in consultation with the CEO and the Finance Director, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees
- to receive Regional Academies' budgets for approval from the Regional Boards' Finance Committees
- consider and recommend acceptance/non-acceptance of the Academy Trust's budget to the Trustees
- monitor any variances from the budget and ensure the EFA is notified as required;
- receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Academy Trust development plan
- liaise with and receive reports from the Human Resources Committee, the Educational Standards and Performance Committee and the to make recommendations to those committees about the financial aspects of matters being considered by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Academy Trust, drawing any matters of concern to the attention of the Trust Board
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- prepare the financial statement to form part of the annual report of the Trustees
- ensure the Academy Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- oversee significant investment and capital financing decisions
- approve and keep under review the Academy Trust's investment policy
- approve and keep under review the Academy Trust's reserves policy

- promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust
- advise generally on the provision of resources and services to the Academy Trust
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Remuneration Sub-Committee

The Committee shall establish a Remuneration Sub-Committee (the **Sub-Committee**) which shall comprise no more than five and fewer than three members of whom a majority will be trustees.

These terms of reference shall apply to the Sub-Committee save that its duties are as follows:

- to consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Chief Executive Officer and such other members of the Executive Team as the Trust Board shall from time to time direct
- in determining that framework, to seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors
- to consider the outcome of every appraisal of the performance of the Chief Executive Officer and such other senior executives as the Board shall from time to time direct
- to make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives as the Trust Board shall from time to time direct with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Academy Trust and its progress towards fulfilling its objectives
- to make recommendations to the Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives
- to determine the policy for and scope of pension arrangements, service agreements for senior executives, termination payments and compensation commitments
- to consider other topics, as defined by the Trust Board from time to time
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the REAch2 Board Human Resources Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Human Resources Committee (**Committee**). These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be trustees.

The Trust Board will appoint one of the members within the Committee as its Chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

The Committee may also ask any other person whose attendance they consider necessary or desirable to attend any meeting either regularly or by invitation, to provide information.

Voting

The quorum for each meeting should be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on any equality of votes.

The Committee will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires

from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice if it considers this necessary.

Duties

The duties of the Committee shall be:

- to consider, determine and keep under review any strategies and policies for human resources and organisational development
- to consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- to undertake the role of the disputed resolution panel to consider appeals against the Chief Executive Officer or Academy Trust decisions
- to ensure effective measures are in place to promote equality and diversity in employment
- to consider the details of restructuring programs following any necessary approvals in principle by the Trust Board
- to develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the REAch2 Board Risk and Audit Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Risk and Audit Committee (the **Committee**). These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.

The Trust Board will appoint one of the members of the Committee as its chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask the Chief Executive Officer and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

The Committee will ask a representative of the external auditors and the head of internal audit to attend meetings as they consider necessary and in consultation with the representative of the external auditors. The Committee will ask the head of internal audit to attend all meetings. The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor and the head of internal audit without the senior executives being present.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Meetings can be requested by the external or internal auditors if they consider that one is necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal
- to discuss with the external auditor before the audit commences the nature and scope of the audit
- to review the annual financial statements before submission to the Trust Board , focusing particularly on:
 - any changes in accounting policies and practices
 - areas involving a significant degree of judgement
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with legal requirements
 - the clarity of disclosures
 - the consistency of accounting policies from year to year
- to discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss (in the absence of the management where necessary)
- to act as the body to whom the head of internal audit reports on the internal audit function and to discuss any issue that the head of internal audit may wish to raise (in the absence of the management where necessary)
- to review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors
- to keep under review the effectiveness of internal control systems, and in particular review the external auditor's management letter and the management's response
- to develop and keep under review risk management and measurement strategies across the Academy Trust together with the procedures for monitoring the adequacy and effectiveness of those processes
- to review the action and implementation of risk management policy across the Academy Trust

- to consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
- to receive and review risk management and relevant regulatory information and reports
- to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence
- to consider the effect on the rights of the Academy Trust of the findings of the internal audits or the external audits
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

In discharging its duties, the aims of the Committee are to:

- facilitate good communication between the Academy Trust and its external auditor
- increase the credibility and objectivity of financial reporting
- strengthen the independence of the audit function
- improve the quality of the accounting and auditing functions.

Regional Boards: Constitution and Terms of Delegation

REAch2 Academy Trust

Contents

1	Introduction.....	60
2	Remit.....	60
3	Intervention.....	60
4	Composition of the Regional Board.....	61
5	Commitment of Regional Board Members.....	61
6	Appointment and particular responsibilities of Board members.....	61
	a) Chair.....	61
	b) Vice-Chair.....	62
	c) Regional Ambassadors.....	62
	d) Local Governing Body chairs.....	63
	e) Headteachers.....	63
	f) Clerk to the Regional Board.....	64
	g) Ceasing to be a Regional Board member.....	64
7	Convening meetings of the Regional Board.....	64
8	Voting at meetings of the Regional Board.....	65
9	Personal interests of Regional Board members.....	66
10	Committees of the Regional Board members.....	66
11	Stakeholder voices.....	66
12	Minutes.....	67
13	Delegation to the Regional Board.....	67
14	Key functions of the Regional Board.....	67
	a) Governance.....	67
	b) Finance.....	68
	c) Contracts.....	68
	d) Curriculum and standards.....	68
	e) Admissions.....	68
	f) Staffing.....	68
	g) Health, Safety and Risk.....	68
15	Alterations.....	69
16	Circulation list.....	69
	Appendix 1 Regional Board member declaration.....	70

1 Introduction

Thank you for agreeing to play a valuable role as a member of one of our Regional Boards.

REAch2 is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible for, coupled with its drive for accountability, it is also a complex organisation with various important layers of governance. The REAch2 Governance Charter provides an overview of some of those complexities and layers as well as our principles of governance.

This constitution and terms of delegation for your Regional Board has been made by the Trustees of REAch2 Academy Trust (the **Trust Board** and the **Academy Trust** respectively) and we ask that you please read it alongside the REAch2 Governance Charter and the Roles and Functions Matrix.

2 Remit

The role of our Regional Boards is key in ensuring proper oversight and accountability within our group structure and in championing their respective academies. It is to provide focused governance for our four regions and in particular:

- to provide regional overview, scrutiny and challenge of academy education and financial performance
- to support regional/local forums for academy leaders and governors to shape and influence Academy Trust thinking and
- to ensure an effective flow of communication between the Local Governing Bodies (LGBs), the Regional Boards and the Trust Board.

The Regional Boards will work closely with their respective Regional Executive Principal, who in turn lead regional teams who develop and maintain relationship and common purpose with individual Academy teams.

The Regional Boards carry out their functions in relation to their respective regions on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the Regional Board is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3 Intervention

The Regional Board will work closely with the Trust Board and the Executive Team and shall promptly implement any advice or recommendations made by the Trust Board or the Executive Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by Ofsted).

Where serious concerns in the running of a Regional Board are identified, including (but not limited to) concerns about financial matters or there is insufficient progress being made against educational targets (and those matters appear to be of a regional nature rather than a local Academy nature), the Trust Board reserves the right to review or remove any power or responsibility conferred on the Regional Board under this constitution and terms of delegation.

4 Composition of the Regional Board

Each Regional Board comprises the following members:

- the Regional Executive Principal
- Trust Board Trustee/s
- 6 Regional Ambassadors appointed by the Trust Board
- 3 elected Local Governing Body chairs
- 3 elected Headteachers and
- Up to 3 co-opted Regional Ambassadors.

The length of service of all Regional Board members shall be four years. Subject to remaining eligible to be a member of the Regional Board, any Regional Board member may be reappointed or re-elected at end of his or her term.

Every person wishing to become a Regional Board member will be required to sign a declaration of acceptance and of willingness to act as such, in the form set out in the Appendix or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

5 Commitment of Regional Board members

Regional Board members are asked to:

- prepare for and make an active contribution at meetings;
- champion the Academies for their region;
- familiarise themselves with the Trust's policies and the governance arrangements for the Trust;
- develop strong working relationships with the Chairs of LGBs;
- visit the Academies both during school hours (with prior arrangement with the relevant Headteacher) and for evening events to get to know the Academies; and
- attend training sessions for Regional Board members, where possible.

6 Appointment and particular responsibilities of Regional Board members

a) Chair

The Chair is appointed by the Regional Board. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term. The Chair will not ordinarily be an employee of the Trust.

The Trust Board is entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Regional Board.

The Chair and Vice-Chair will ordinarily meet with the Regional Executive Principal and the Clerk before the start of the academic year to plan the work of the Regional Board for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the Regional Board;
- to set the agenda for meetings with the Regional Executive Principal and the Clerk;
- to report to the Regional Board and the Trust Board in writing following each LGB meeting, if requested;
- to give an oral summary of the Regional Boards deliberations, if requested, at meetings of the Trust Board if requested; and
- to provide a direct link between the Regional Board and the Trust Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Regional Board, the Chair of the Regional Board (or the Vice-Chair in his or her absence) in consultation with the Regional Executive Principal, shall take appropriate action on behalf of the Regional Board. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Regional Board.

b) Vice-Chair

The Vice-Chair is appointed by the Regional Board. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term. The Chair will not ordinarily be an employee of the Trust.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Regional Board.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the Regional Board with the Chair, if requested; and
- to provide a link between the Regional Board and the Trust Board.

In the absence of both the Chair and the Vice-Chair at a meeting, the Regional Board will elect a temporary chair from among their number.

c) Regional Ambassadors

Non-executive "Regional Ambassadors" provide the appropriate skills and experience to provide effective support and challenge in the four scrutiny areas of: educational standards and performance; finance; HR; risk and audit.

The Trust Board shall appoint six Regional Ambassadors.

Up to three further Regional Ambassadors may be co-opted by the other members of the Regional Board.

It might be that a Regional Ambassador has no pre-existing links to any of the academies in the region. The Regional Executive Principal and the Headteachers

will therefore invite Regional Ambassadors to visit the academies for tours and/or events.

d) Local Governing Body chairs

Three Local Governing Body chairs shall be elected from amongst the LGB chairs within the region and in accordance with the process set out below:

- When a vacancy arises, the Chair of the Regional Board will write to all of the LGB chairs and the Headteachers within the region seeking nominees for the vacancy. (For the avoidance of doubt, a LGB chair may nominate him or herself). Nominees will be asked to provide a short statement about why they are interested in being a member of the Regional Board and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the Regional Board, the Regional Board can choose to appoint all (or any) of the nominees.
- If there are more nominees than places available, the Chair of the Regional Board will write to all of the LGB chairs within the region asking them to vote for their preferred candidate.

A LGB chair shall cease to be a member of the Regional Board if he or she ceases to be an LGB chair unless they are appointed pursuant to a different category.

The chair of the LGB of a Lead Academy (being an academy which is both judged outstanding by Ofsted and is a teaching school) will automatically become a member of the relevant Regional Board without requiring election.

e) Headteachers

Three Headteachers shall be elected from amongst the Headteachers within the region and in accordance with the process set out below:

- When a vacancy arises, the Chair of the Regional Board will write to the Regional Executive Principal, the Headteachers and the LGB chairs within the region seeking nominees for the vacancy. (For the avoidance of doubt, a Headteacher may nominate him or herself). Nominees will be asked to provide a short statement about why they are interested in being a member of the Regional Board and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the Regional Board, the Regional Board can choose to appoint all (or any) of the nominees.
- If there are more nominees than places available, the Chair of the Regional Board will write to all of the Headteachers within the region asking them to vote for their preferred candidate.

A Headteacher shall cease to be a member of the Regional Board if he or she ceases to be a Headteacher unless they are appointed pursuant to a different category.

f) Clerk to the Regional Board

The Clerk to the Regional Board must not be a member of the Regional Board and shall ordinarily be the Regional Governance Officer (or equivalent). In the absence of the Clerk, the Regional Board shall elect a replacement for the meeting (who may be a Regional Board member).

The responsibilities / functions of the Clerk to the Regional Board are as follows:

- convene meetings of the Regional Board including sending notices and papers of meetings;
- attend meetings of the Regional Board and ensure minutes are produced;
- maintain a register of members of the Regional Board including their terms of office and report any vacancies to the Regional Board;
- maintain a register of business interests of Regional Board members;
- maintain a register of members' attendance at meetings and report on non-attendance to the Trust Board;
- report to the Regional Board as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the Regional Board from time to time.

g) Ceasing to be a Regional Board member

A Regional Board member's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the Regional Board, failed to attend Regional Board meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Trust; or
- he or she is removed from office by the Trust Board.

7 Convening meetings of the Regional Board

Meetings of the Regional Board will be held in each term.

The Clerk to the Regional Board shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Regional Board members may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It

shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Regional Board members may invite persons who are not Regional Board members (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

8 Voting at meetings of the Regional Board

The quorum for meetings of the Regional Board and for any vote on a matter at such meetings is one half of the total number of Regional Board members in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Regional Board members present ceases to constitute a quorum. Where 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.

Any Regional Board members shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the Regional Board has access to the appropriate equipment;
- and provided that, if after all reasonable efforts it does not prove possible for that Regional Board members to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Regional Boards shall be determined by a majority of the votes of Regional Board members present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Regional Board may act notwithstanding any vacancies, but, if the number of Regional Board members is less than the number fixed as the quorum, the continuing members may act only for the purpose of filling vacancies.

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

9 **Personal interests of Regional Board members**

Regional Board members shall complete a register of their business interests, which shall be reviewed annually.

Any Regional Board member who has any duty or personal interest that conflicts or may conflict with his or her duties as a Regional Board member shall:

- disclose that fact to the Regional Board as soon as he or she becomes aware of it. The member must absent himself or herself from any discussions of the Regional Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

10 **Committees of the Regional Board members**

The Regional Board has the following standard committees:

- Educational standards and performance
- Finance
- HR
- Risk and audit
- The Chairs of Governors Forum
- The Headteachers Forum

The Trust Board must determine the constitution and terms of reference of the above committees (and any other committee the Regional Board decides to establish) and review them annually.

The establishment of any other committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trust Board.

11 **Stakeholder voices**

Regional Boards are asked to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements and more broadly.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of REAch2 academies. All schools have active pupil councils with representatives from each year group. Each LGB is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each LGB. Staff voice is similarly built into the governance structure with the election of up to two employees of the Academy (one teacher member and one non-teaching staff member) elected by employees of the Academy to each LGB.

12 **Minutes**

Attendance at each Regional Board meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Regional Board. The written record (once approved by the Chair of the relevant Regional Board meeting) shall be forwarded by the Clerk to the Trust Board as soon as is reasonably practicable.

13 **Delegation to the Regional Board**

The Regional Board shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the Regional Board and that is communicated in writing to the Chair of the Regional Board.

The relationship between the Trust Board, the Regional Board and the LGB is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Roles and Functions Matrix which provides further clarity as to who the decision makers are for different levels of decisions should be read alongside the REAch2 Governance Charter and this constitution and terms of delegation.

14 **Key functions of the Regional Board**

The Regional Board is asked to carry out the following functions:

a) **Governance**

- To provide regional overview, scrutiny and challenge of academy education and financial performance
- Establishing regional forums (or more localised) for:
 - Chairs of governors; and
 - Headteachers
- To ensure there is effective communication between the Trustees and the LGBs
- To support the Chairs of Governors on the leadership of their respective LGBs
- To consult with the LGBs on any proposals they might have to establish any sub-committees other than temporary, ad hoc sub-committees required to deal with specific issues.

b) Finance

- To scrutinise (acting through its Finance Committee) the budgets for its Regional Academies for recommendation to the Trustees' Finance Committee
- To ensure adequate risk, financial and asset management systems are in place across the Academy
- To consider any variances on delegated budget reported by the LGBs for approval.

c) Contracts

- To review opportunities for collaborative procurement.

d) Curriculum and standards, and related

- To appoint an education committee
- To review Key Performance Indicators (KPIs) across the region for identification of any areas of concern for referral to the Trustees.

e) Admissions

- To ensure that the impact of any proposed changes to an Academy's admission arrangements are considered in light of the other Academies in the region.

f) Staffing

- To appoint an HR committee
- To provide input as requested by the Executive Team on the recruitment of Headteachers.

g) Health, safety, risk and estates

- To appoint a risk and audit committee
- To identify proforma risk matters to inform the Academy specific risk register
- To review the Risk Reports provided by the LGBs and making any recommendations to the Executive Team or notifications to the Trustees as appropriate
- To monitor the regional arrangements for the effective supervision of building maintenance and minor works
- To monitor the implementation of the Academy's health and safety policy across the Academies.

15 Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

16 **Circulation list**

This constitution and these terms of reference shall be circulated to the Trust Board, the Regional Boards, the Clerk to the Regional Board, and others at the discretion of the Chair of the Trust Board or the Chairs of the Regional Board. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

Appendix 1 Regional Board member declaration

The Trustees
[• address]

[• 00 month year]

Dear Sirs

REAch2 Academy Trust (**Academy Trust**) - appointment as a member of a Regional Board

I confirm that I wish to be a member of a REAch2 Regional Board in accordance with the Terms of Reference for Regional Boards prescribed by the Trust Board of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Regional Board member by reason of any provision in the Terms of Reference for Regional Boards (and by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Regional Board in accordance with paragraph 8 of the Constitution and Terms of Reference for Regional Boards (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date

Terms of Reference for the REAch2 Regional Board Educational Standards and Performance Committee

The regional board (the **Regional Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board Educational, Standards and Performance Committee (the **Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board Educational Standards and Performance Committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, a majority of whom will be Regional Board members.

The Regional Board will appoint one of the members of the Committee as its chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation, in order to provide information.

Voting

The quorum for each meeting shall be one half of the numbers of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Educational Standards and Performance within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be:

- to ensure that the highest possible standards are set and maintained in all the Academies in its region.
- to receive a consolidated termly report from the Executive Team regarding standards and performance against key performance indicators
- to identify any areas of concern in respect of standards and performance and to liaise with the Executive Team and the Trust Board Educational Standards and Performance in respect of the impact and implementation of any associated action plan
- to consider and keep under review the impact and implementation of the Trust wide processes in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice
- to consider and keep under review the impact and implementation of the Academy Trust's self-evaluation development plan and any post-Ofsted Academy specific action plan
- to liaise with the Trust Board Educational Standards and Performance Committee (as requested) with respect to targets for student achievement
- to consider and keep under review the impact and implementation of the Trust wide arrangements for student support and representation, for monitoring student attendance and for student discipline
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the REAch2 Regional Board Finance Committee

The regional board (the **Regional Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board Finance Committee (the **Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board Finance Committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, of whom a majority will be Regional Board members.

The Regional Board will appoint one of the members of the Committee as its Chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation, to provide information.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Finance Committee within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires

from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be to:

- consider and keep under review the impact and implementation of the Academy Trust's financial strategy and consider policies, procedures or plans required to realise such strategy
- scrutinise the Regional Academies' budgets for recommendation to the Trust Board Finance Committee
- monitor any variances from the Academies' delegated budget and consider any variances reported by the LGBs to the Regional Board for approval
- liaise with and receive reports from the Regional Board Human Resources Committee and the Regional Board Educational Standards and Performance Committee and to make recommendations to those committees about the financial aspects of matters being considered by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the region, drawing any matters of concern to the attention of the Trust Board Finance Committee
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- ensure the Academy Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- promptly notify the Trust Board Finance Committee of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academies
- advise generally on the provision of resources and services to the Academies and review opportunities for collaborative procurement
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the REAch2 Regional Board Human Resources Committee

The regional board (the **Regional Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board Human Resources Committee (**Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board Human Resources Committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, of whom a majority will be Regional Board members.

The Regional Board will appoint one of the members within the Committee as its Chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

The Committee may also ask any other person whose attendance they consider necessary or desirable to attend any meeting either regularly or by invitation, to provide information.

Voting

The quorum for each meeting should be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on any equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Human Resources Committee within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be:

- to consider and keep under review the impact and implementation of any Trust-wide strategies and policies for human resources and organisational development
- to liaise with the Executive Team and the Trust Board on behalf of its region in respect of effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- to ensure effective measures are in place to promote equality and diversity in employment
- to consider the details of restructuring programmes as might be proposed to it by the Trust Board Human Resources Committee.
- to review the impact and implementation of the Trust-wide strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the REAch2 Regional Board Risk and Audit Committee

The regional board (the **Regional Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board Risk and Audit Committee (the **Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board Risk and Audit Committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, of whom a majority will be Regional Board members.

The Regional Board will appoint one of the members of the Committee as its chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive Officer and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Audit and Risk Committee within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be:

- to consider and keep under review the impact and implementation of the Academy Trust's health and safety policy in the Academies
- to consider and keep under review the impact and implementation of arrangements for the effective supervision of building maintenance and minor works
- to discuss problems and reservations arising from the audit and liaise with the Trust Board Audit and Risk Committee as requested to consider and keep under review the impact, implementation and effectiveness of internal control systems
- to identify and keep under review proforma risk matters to inform the Academy specific risk register
- to review the Risk Reports received by the Regional Board from the LGBs and reporting to the Regional Board as appropriate
- to consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

In discharging its duties, the aims of the Committee are to:

- facilitate good communication between the Trust Board and the Local Governing Bodies in relation to risk and financial probity
- ensure the credibility and objectivity of financial reporting
- strengthen the independence of the audit function
- improve the quality of the accounting and auditing functions.

Local Governing Bodies: Constitution and Terms of Delegation

REAch2 Academy Trust

Contents

1	Introduction.....	81
2	Remit.....	81
3	Intervention.....	81
4	Composition of Local Governing Bodies.....	82
5	Commitment of Local Governors.....	82
6	Stakeholder voices.....	83
7	Appointment and particular responsibilities of Local Governors	83
	a) Chair.....	83
	b) Vice-Chair.....	84
	c) Staff Local Governors.....	84
	d) Elected Parent Local Governors.....	84
	e) Other responsibilities.....	85
	f) Clerk to the Local Governing Body.....	85
	g) Ceasing to be a Local Governor.....	85
8	Convening meetings of the Local Governing Body.....	86
9	Voting at meetings of the Local Governing Body.....	86
10	Personal interests of Local Governors.....	87
11	Committees of the Local Governing Body.....	87
12	Minutes.....	87
13	Delegation to the LGB.....	87
	a) General	88
	b) Decision Making.....	88
	c) Financial matters.....	88
	d) Contractual authority.....	89
14	Key functions of the LGB	90
	a) Governance.....	90
	b) Finance.....	90
	c) Curriculum and standards.....	91
	d) SEN.....	91
	e) Safeguarding.....	91
	f) Behaviour.....	91
	g) Admissions.....	91
	h) Pupil related matters.....	92
	i) Staffing.....	92
	j) Information management and communication.....	93
	k) Health, safety, risk and estate.....	93
15	Alterations.....	93
16	Circulation list.....	93
	Appendix 1 Local Governor declaration.....	94
	Appendix 2 Reserved matters.....	95

1 Introduction

Thank you for agreeing to play a valuable role as a member of a REAch2 Academy's Local Governing Body.

REAch2 is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible for, coupled with its drive for accountability, it is also a complex organisation with various important layers of governance. The REAch2 Governance Charter provides an overview of some of those complexities and layers as well as our principles of governance.

This constitution and terms of delegation for your Local Governing Body (LGB) has been made by the Trustees of REAch2 Academy Trust (the Trust and Trust Board respectively) and we ask that you please read it alongside the REAch2 Governance Charter and the Roles and Functions Matrix.

2 Remit

The role of an LGB is an important one. It is to provide focused governance for the Academy at a local level and it is the intention of the Trust Board to ensure that the responsibility to govern the Academy is vested in those closest to the impact of decision-making. The LGB monitors the Academy's key performance indicators and acts as a critical friend to the Headteacher and the Academy's senior leadership team, providing challenge where appropriate.

The LGBs carry out their functions in relation to their respective Academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the LGBs is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3 Intervention

The LGB will work closely with the Regional Board and the Executive Team and shall promptly implement any advice or recommendations made by the Regional Board or the Executive Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by Ofsted).

The Trust Board reserves the right to review or remove any power or responsibility conferred on the LGB under this constitution and terms of reference, in particular, in circumstances where serious concerns in the running of the Academy are identified, including where:

- there are concerns about financial matters;
- there is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed; or
- the safety of pupils or staff is threatened, including a breakdown of discipline.

Where necessary, the Trust Board will put in place for an appropriate period of time an intervention board whose responsibility it will be to address the areas of weakness.

4 Composition of Local Governing Bodies

Each LGB comprises a maximum of twelve members (which we refer to as **Local Governors**), including:

- the Headteacher of the Academy;
- up to four members appointed by the Trust Board;
- at least two elected parents or guardians of a pupil at the Academy (**Parent Local Governors**);
- up to two employees of the Academy, usually comprising one teacher and one non-teaching staff member, elected by employees of the Academy (**Staff Local Governors**); and
- up to three members co-opted by the Local Governors.

Each LGB shall have a Chair and a Vice-Chair.

The length of service of all Local Governors and the Clerk to the LGB shall be four years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at the end of his or her term.

Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in Appendix 1 or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

With regard to St Mark's Church of England Primary Academy, foundation governors nominated by Southwark Diocesan Board of Education and notified as such to the Trust Board will form at least 50% of the members appointed by the Trust Board and the Incumbent will by virtue of their position be a member of the LGB.

5 Commitment of Local Governors

Local Governors are asked to:

- prepare for and make an active contribution at meetings of the LGB;
- champion the Academy in the local community;
- familiarise themselves with the Academy's policies;

- visit the Academy both during school hours (with prior arrangement with the Headteacher) and for evening events to get to know the Academy and to be visible to the Academy community; and
- attend training sessions for Local Governors, where possible.

6 Stakeholder voices

LGBs are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements (including elected parent and staff governors on the LGBs) and more broadly.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of REAch2 academies. All schools have active Pupil Councils with representatives from each year group. Each LGB is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

7 Appointment and particular responsibilities of Local Governors

a) Chair

The Chair is appointed by the Local Governors. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term.

The Trust Board are entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The Chair and Vice-Chair will ordinarily meet with the Headteacher of the Academy and the Clerk (and the Regional Executive Principal if available) before the start of the academic year to plan the work of the LGB for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the LGB;
- to set the agenda for meetings with the Headteacher and Vice-Chair;
- to report to the Regional Board and the Trust Board in writing following any LGB meeting, if requested;
- to give an oral summary of the LGB's deliberations, if requested, at meetings of the Regional Board and the Trust Board; and
- to provide a direct link between the LGB and the Regional Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the Chair of the LGB (or the Vice-Chair of the LGB in his or her absence) in consultation with the Chair of the Regional Board, shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Regional Board and of the LGB.

b) Vice-Chair

The Vice-Chair is appointed by the Local Governors. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the LGB with the Chair, if requested; and
- to provide a link between the LGB and the Regional Board.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a temporary chair from among their number.

c) Staff Local Governors

The teacher member of the LGB shall be elected by the teaching staff at the relevant Academy.

The non-teaching staff member of the LGB shall be elected by the non-teaching members of staff of the relevant Academy.

The responsibilities of the Staff Local Governors are to represent the interests and opinions of teaching and non-teaching staff at the Academy to the LGB.

d) Elected Parent Local Governors

Parent Local Governors for each LGB shall be elected in accordance with the process set out below:

- When a vacancy arises, the LGB will write to all parents of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated.
- If there are more nominees than places available, the LGB will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.

A Parent Local Governor should be a parent or carer of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

The responsibilities of the Parent Local Governor are to represent the interests and opinions of the Parent Body of the Academy to the LGB.

e) Other responsibilities

Each LGB shall appoint from among its members individuals with specific responsibilities which shall include:

- a Local Governor with responsibility for special educational needs and inclusion;
- a Local Governor with responsibility for safeguarding;
- a Local Governor with responsibility for statutory grants (including pupil premium);
- a Local Governor with responsibility for health and safety; and
- a Local Governor with responsibility for finance.

f) Clerk to the Local Governing Body

The LGB in consultation with the Regional Board shall appoint a Clerk to the LGB who must not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting (who may be a Local Governor).

The responsibilities / functions of the Clerk to the LGB are as follows:

- convene meetings of the LGB including sending notices and papers of meetings;
- attend meetings of the LGB and ensure minutes are produced;
- maintain a register of members of the LGB including their terms of office and report any vacancies to the LGB;
- maintain a register of business interests of LGB members;
- maintain a register of Local Governors' attendance at meetings and report on non-attendance to the LGB;
- report to the LGB as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the LGB from time to time.

g) Ceasing to be a Local Governor

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the LGB, failed to attend LGB meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Trust;
- he or she is removed from office by the Trust Board.

8 Convening meetings of the Local Governing Body

Meetings of the LGB will be held in each term.

The Clerk to the LGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Local Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

9 Voting at meetings of the Local Governing Body

The quorum for meetings of the LGB and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum. Where 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.

Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

the LGB has access to the appropriate equipment;

and provided that, if after all reasonable efforts it does not prove possible for that Local Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of filling vacancies.

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

10 Personal interests of Local Governors

Local Governors shall complete a register of their business interests, which shall be reviewed annually.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Local Governor shall:

- disclose that fact to the LGB as soon as he or she becomes aware of it. A Local Governor must absent himself or herself from any discussions of the LGB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

11 Committees of the Local Governing Body

The LGB may establish committees to carry out certain functions of the LGB. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any new committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Regional Board.

12 Minutes

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB. The written record (once approved by the Chair of the relevant LGB meeting) shall be forwarded by the Clerk to the LGB to the Clerk to the Trust Board as soon as is reasonably practicable.

13 Delegation to the LGB

The LGB shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

a) General

The governance of the Academy is delegated to the LGB who may exercise the powers of the Trust in so far as they relate to the Academy, subject to:

- any restrictions in the Companies Act which requires a decision of the Members or the Trust Board;
- the Articles;
- Policies and Procedures set by the Trust Board;
- a specific decision of the Trust Board;
- paragraphs b) to d) below; and
- the reserved matters as set out in Appendix 2.

The Trust Board and the LGB acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of the Trust and the Academies. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled:

- to overrule a decision of the LGB; and/ or
- to remove delegated powers from an LGB

if (in their reasonable opinion) they consider it to be in the best interests of the Academy or the wider Academy Trust.

b) Decision Making

The relationship between the Trust Board, the Regional Board and the LGB is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Roles and Functions Matrix which provides further clarity as to who the decision makers are for different levels of decisions should be read alongside the REAch2 Governance Charter and this constitution and terms of delegation.

c) Financial matters

The LGB shall assess the annual budget for the subsequent financial year prepared by the Academy's Headteacher and senior leadership team and submit the budget to the Regional Board's Finance Committee for approval in accordance with the timeline specified by the Trust Board.

Subject to the paragraph below, the LGB shall have the power to expend funds of the Trust Board which relate to the Academy as it considers in the best interests of the Academy and in accordance with the Finance Manual and the Procurement Policy. The LGB shall have regard to:

- the Objects of the Trust and the restrictions attached to any grant funding;
- the Academy's developmental priorities as set out in the Academy Development Plan; and

- financial sustainability.

In line with their duties and responsibilities as trustees and directors, the Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of the Academy Trust's reserve policy; and/ or
- as otherwise may be determined by the Trustees acting reasonably and in the best interests of the Academy Trust.

d) Contractual authority

The LGB is authorised to enter into a contract on behalf of the Trust in so far as it relates to the Academy provided that:

- the contract does not exceed the value specified in the Finance Manual from time to time;
- the contract has been procured in compliance with the Trust's procurement policy and in accordance with the Academies Financial Handbook;
- consideration is given as to whether the contract constitutes a 'related party transaction'; and
- the contract does not relate to the following services:
 - HR;
 - payroll;
 - accountancy;
 - audit;
 - education inspection;
 - leadership and CPD;
 - energy supplier and energy management;
 - financial management systems;
 - management information systems;
 - ICT systems and ICT hardware supplier contracts;
 - Telecommunication systems;
 - stationery and consumables supplier contracts;
 - catering contracts;
 - cleaning contracts;

- facilities management;
- capital works; and
- health and safety management systems,

unless:

- a) in the case of leadership and CPD support, it complements rather than duplicates the Trust offer or, in any other service area, the Regional Business Manager has been consulted; or
- b) the contract is of a low value and short term (in the view of the LGB acting reasonably).

14 **Key functions of the LGB**

The LGB is asked to carry out the following functions:

a) Governance

- To champion the REAch2 vision and values in the academy and to ensure the spiritual wellbeing of the pupils
- To determine the educational character, mission and ethos of the academy reflecting the wider character, mission and ethos of the Trust
- To ensure that the school has a medium to long-term vision for its future and a robust strategy for achieving it
- To appoint (and remove) from its number, the Chair, Vice-Chair and Local Governors with specific responsibilities for special educational needs and inclusion, safeguarding, statutory grants (including pupil premium), health and safety and financial matters.
- To appoint a Clerk
- To review and amend the policies of the Academy (in line with any Trust prescribed policy).
- To implement a means whereby the Academy can receive and react to pupil, parental and staff feedback.
- To establish and maintaining a relationship with the members of the local community.

b) Finance and contracts

- To appoint a Local Governor responsible for Finance
- To approve the annual budget for the Academy for submission to the Regional Board
- To monitor the Academy's delegated budget and ensure that any variances are reported to the Regional Board's Finance Committee for approval
- To monitor income, expenditure and cash flow of the Academy

- To ensure proper financial controls are in place at the Academy
- To maintain a register of LGB members' business interests
- To ensure provision of free school meals to those pupils meeting the criteria
- To enter into contracts up to the limits of delegation and within an agreed budget
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services/functions provided/procured by the Academy Trust.

c) Curriculum and standards

- To approve the curriculum proposed by the Headteacher (to the extent that it is consistent with the Trust-wide policy)
- To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy.
- To monitor the KPI figures reported from the Headteacher relating to standards
- To develop, monitor and approve the Academy Development Plan in tandem with the Self-Evaluation Form.

d) SEN

- To appoint a Local Governor responsible for SEN and inclusion
- To review and maintain the Academy's SEN policy
- To provide oversight of the implementation of the policy within the Academy and compliance with the Disability Discrimination Act requirements.

e) Safeguarding

- To appoint a designated governor for safeguarding
- To review and maintain a safeguarding and child protection policy for the Academy (consistent with the Trust-wide policy)
- To ensure the completion of the single central record.

f) Behaviour

- To review and maintain a behaviour policy for the Academy
- To convene a committee to review the exclusion of a pupil by the Headteacher.

g) Admissions

- To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes.
- To make arrangements for determining admissions and hearing admission appeals.
- To ensure effective arrangements are in place for pupil recruitment.
- To contribute to the development of the Academy prospectus.

h) Pupil related matters

- To review attendance and pupil absences (as part of the KPI report)
- To appoint a Local Governor responsible for statutory grants including pupil premium
- To monitor the impact of the pupil premium in the Academy
- To monitor the impact of other ring fenced grants such as the Sports Premium.
- To adopt an Academy Complaints policy (consistent with the Trust-wide policy)
- To hear complaints at the relevant stage
- To ensure effective arrangements are in place for pupil support and representation at the Academy
- To support the Trust and the Headteacher in the extended school provision in the Academy.

i) Staffing

- To participate in the process to appoint the Headteacher as requested by the REAch2 Executive Team (acting with the delegated authority of the Trust Board). To take part in the performance management of the Headteacher
- To support the Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy and for the appointment of Academy staff to ensure that the Academy is fully staffed in accordance with that structure
- To ensure that there is effective communication between the Headteacher and the Regional Executive Principal
- To ensure that the Trust's policies on all HR matters are implemented in the Academy
- To monitor the implementation of the Trust's policies at the Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.

j) Information management and communication

- To ensure the effective implementation of the data protection policies and procedures in the Academy.
- To ensure systems are in place in line with the Trust's strategy at the Academy for effective communication with pupil, parents or carers, staff and the wider community including the support of a local parent teacher association (if established).

k) Health, safety, risk and estates

- To appoint a Local Governor responsible for health and safety
- To review the risk register of the Academy and prepare the Risk report for the Regional Board
- To adopt a health and safety policy for the Academy (in line with the Trust-wide policy)
- To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the Academy
- To conduct site inspections to review any health and safety issues and the security of premises and equipment

15 Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

16 Circulation list

This constitution and these terms of reference shall be circulated to the Trust Board, the Regional Boards, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Trust Board or the Chair of an LGB. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

Appendix 1 Local Governor declaration

The Trustees
[• address]

[• 00 month year]

Dear Sirs

REAch2 Academy Trust (**Academy Trust**) - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of [• name of academy] in accordance with the Terms of Reference for Local Governing Bodies prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Terms of Reference for Local Governing Bodies (and by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Local Governors in accordance with paragraph 8 of the Constitution and Terms of Reference for Local Governing Bodies (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date

Appendix 2 Reserved matters

The Reserved Matters are:

Members

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

- 1 to change the name of the Academy Trust
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent)
- 3 to change the structure of the Trust Board
- 4 to amend the Articles of Association
- 5 to pass a resolution to wind up the Academy Trust
- 6 to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

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

- 7 to change the name of the Academies
- 8 to determine the educational character, mission or ethos of the Academies
- 9 to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- 10 to terminate a supplemental funding agreement for an Academy
- 11 to establish a trading company
- 12 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- 13 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 14 to appoint investment advisors

- 15 to sign off the annual accounts;
- 16 to appoint or dismiss the Chief Executive Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees;
- 17 to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 18 to do any other act which the Articles expressly reserve to the Trust Board or to another body or
- 19 to do any other act which the Trust Board determine to be a Reserved Matter from time to time.

TERMS OF REFERENCE FOR AN INTERVENTION BOARD (“the Intervention Board”)

[NAME OF ACADEMY] (the “Academy”)

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

The Intervention Board has been established by the REAch2 Academy Trust Board to secure the rapid turnaround of the Academy. Whilst the Intervention Board is in place, the Scheme of Delegation for the Local Governing Body shall be suspended. The Intervention Board shall meet at least twice a term, more if necessary and shall report directly to the REAch2 Academy Trust Board, who will be supported by the REAch2 Leadership and Executive Teams and the relevant REAch2 Regional Executive Principal. Additional reporting may also be necessary to the Department for Education if any warning notices have been served under the Supplemental Funding Agreement.

The Intervention Board will ensure that the Action Plan for the Academy is being implemented and will advise on the development and review of the Plan, focussing on 5 key areas of action; leadership & governance, standards & school improvement, teaching & learning, facilities & resources and finance.

MEMBERSHIP

Members of the Intervention Board will have been appointed by the REAch2 Academy Trust Board on the recommendation of REAch2 Chief Executive Officer, who will ensure the members have both the capacity and skills to work intensively within the Academy, providing support and challenge to the Academy’s staff and building on existing links with the community. Board members must be able to demonstrate an understanding of the ethos and values of REAch2 and a commitment to fulfilling REAch2’s mission and objectives for the Academy, drawing on specialist skills where required. Whilst there is no limit on the size of the Intervention Board, it is not anticipated that there will be more than 3 members, one of whom will be appointed by the Chief Executive Officer to chair all meetings. Others, such as the Executive Principal and the Headteacher or Headteacher Designate, may be asked to sit on the Intervention Board in an advisory capacity.

REVIEW

Operating with an Intervention Board is not intended to be a long-term arrangement and a target date has been identified for the review of the arrangement. Any initial period is not intended to be greater than 12 months.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of the REAch2 Academy Trust Board in developing and sustaining a clear educational vision, ethos and direction for the Academy which is consistent with the vision and values of REAch2, acknowledging at the same time the uniqueness of the Academy and the contribution it makes to the REAch2 community of schools and the wider community.	
Assist with the communication of the REAch2 vision within the Academy's community, reinforcing the Academy's identity as a school within the family of REAch2 schools.	
Leadership, Governance and Compliance	
Take the lead in the development of a 12 month Action Plan for the Academy which is consistent with REAch2's overall strategic objectives and identifies appropriate priorities for the Academy as well as the targets for improvement and specific actions to be taken. The Action Plan will be consistent with any locally established priorities agreed by the relevant REAch2 Regional Board.	
Advise and report to the REAch2 Leadership and Executive Teams on the implementation of the Action Plan, identifying any further financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.	
Review the performance of the Academy's senior leadership team, implementing any necessary staffing changes and supporting the Executive Principal who will directly line manage the Headteacher or Headteacher Designate.	
Review and if necessary establish systems and procedures in the Academy, which prioritise continuous school improvement, provide for sufficient challenge and feedback and enable support to be accessed from the Leadership and Executive Teams where available.	
Promote the re-establishment in due course of the Local Governing Body for the Academy, carrying out a skills and capacity audit of governors and advising the Leadership and Executive Teams of any shortages and governor training needs.	
Encourage and facilitate the coming forward of individuals who can serve on the Local Governing Body, supporting the training of governors and leaders as appropriate and ensuring there is sufficient diversity of skills, appropriate experience and capacity to provide meaningful support to the Academy's leadership team (whilst reporting directly to the REAch2 Trust Board).	

Responsibility / Delegated Authority	Assessment
Have regard to the public sector equality duty in the performance of any duty.	
Act in accordance with the terms of the REAch2 Master and Supplemental Funding Agreements, the REAch2 Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the REAch2 Trustees as trustees of charitable assets and as recipients of public money.	
Review and set the budget, identifying all expenditure and income of the Academy, acknowledging any amounts to be set aside for REAch2 central costs and reserves and contributing to any discussions initiated either by the REAch2 Regional Board or the Leadership and Executive Teams in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.	
Implement and introduce (if necessary) the systems of financial and risk reporting in respect of the Academy that are required by the REAch2 Trust Board, reporting as required (including to any internal audit committee or to the external auditors) and highlighting any specific risks which might jeopardise the fulfilment of the Action Plan for the Academy.	
Implement any REAch2 policy for the approval and signing of contracts (including the REAch2 Financial Procedures Policy), ensuring that all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy, the Regional Board or the Trust Board to undue risk.	
Standards and School Improvement	
Carry out an immediate review of the standards of teaching and learning in the Academy and agree with the REAch2 Chief Executive Officer and the Executive Principal in line with the Action Plan the specific actions to be taken to address areas of weakness, working with the Academy's leadership team and facilitating the sharing of best practice with other REAch2 Academies. These will be formalised in the Action Plan.	

Responsibility / Delegated Authority	Assessment
<p>Review the current curriculum and advise the Leadership and Executive Teams and the REAch2 Trust Board on any changes to be made to the curriculum so that it meets the Academy's specific needs (and the priorities identified in the Action Plan) and has regard to:</p> <ul style="list-style-type: none"> • any nationally recognised curriculum • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by Regional Board or the Trust Board for all Academies. 	
<p>Report to the Executive Principal and the REAch2 Trust Board on the targets for the relevant Key Stages, identifying any threats to the attainment of targets and advising on steps being taken to address poor performance measured against such targets, facilitating any intensive work required to improve immediate prospects.</p>	
Staffing	
<p>In agreement with the REAch2 Chief Executive Officer and the Executive Principal (but having regard to the advice of the Academy's leadership team where appropriate), review the current staffing structure for the Academy, identifying:</p> <ul style="list-style-type: none"> • the optimum number of staff required to be employed at the Academy • the levels of the posts required • the role responsibilities of all staff currently employed • any changes to be made in the staffing structure, and/or • any training needed to support the teaching and learning priorities. 	

Responsibility / Delegated Authority	Assessment
Implement the staffing structure agreed with the REAch2 Chief Executive Officer, advising on the timescale and risks attached to achieving the required outcomes and otherwise, appointing all new staff to work in the Academy and supporting the Academy's leadership team in the on-going review of the performance of all existing staff to ensure that proper standards of professional performance are established and maintained.	
The REAch2 Chief Executive Officer, in consultation with the Intervention Board, shall undertake any appointment of the Headteacher.	
Ensure the implementation of the HR policies adopted by the REAch2 Trust Board, including recruitment and restructuring, new pay and performance management policies put in place by the REAch2 Trust Board for all teaching and non-teaching staff employed at the Academy, ensuring all affected staff of the Academy are kept informed and consulted as necessary.	
Implement any written policy put in place by the REAch2 Trust Board for the appraisal of all teaching and non-teaching staff who work in the Academy, having regard to the objectives of the Academy's Action Plan and the need to secure rapid improvement and ensuring all staff of the Academy are kept informed and consulted as necessary.	
In conjunction with the Executive Principal, carry out the performance management and appraisal of the Headteacher/Head of School, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the performance management and appraisal of all other staff and advising the Leadership and Executive Teams of any on-going areas of weakness or concern or where additional support and/or training is required.	
Advise the Leadership and Executive Teams and the REAch2 Trust Board on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any overall REAch2 programme for the development of the Headteachers/Heads of School and other key leadership appointments.	
Implement any written policy for staff disciplinary and grievance procedures put in place by the REAch2 Trust Board and, where appropriate, advise on and support the Academy's leadership team on the implementation of the same.	
In conjunction with the Executive Principal, undertake any disciplinary or grievance procedure for the Headteacher/Head of School and other members of the Academy's leadership team, reporting to the REAch2 Chief Executive Officer and noting any right of appeal to the REAch2 Trust Board.	
Facilitate discussion with staff representative bodies, including the unions, at both REAch2 Trust Board level and within the Academy.	

Responsibility / Delegated Authority	Assessment
Premises And Resources	
Formulate, implement and keep under review a policy for safeguarding and health and safety at the Academy, having regard to any advice issued by the Leadership and Executive Teams from time to time.	
Provide such advice and information as may be required from time to time to enable the REAch2 Trust Board to take out and review the level of insurance cover for the Academy and, at the request of the Leadership and Executive Teams, undertake appropriate and regular risk assessments.	
Advise and report to the Leadership and Executive Teams on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding. No significant capital works will be undertaken or commissioned by the Intervention Board without the express written consent of the Leadership and Executive Teams and the REAch2 Trust Board.	
Ensure any works to the school premises are carried out by appropriately qualified workers, notifying the REAch2 insurers as appropriate.	
Ensure any use of the school premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the REAch2 Trust Board in relation to such matters (including any prepared on the advice of the REAch2 accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.	
Delegation	
The Intervention Board may delegate any powers and responsibilities to the Headteacher/Head of School of the Academy, subject to any requirements of the REAch2 Trust Board or advice given by the relevant REAch2 Regional Board. The Intervention Board will ensure the eventual gradual transfer of responsibility to the Headteacher/Head of School, the Academy's leadership team and the Local Governing Body is done sensitively to help successfully deliver the Academy's long term strategic plan.	

TERMS OF REFERENCE FOR A TRANSITION BOARD (“the Transition Board”)

[NAME OF ACADEMY] (the “Academy”)

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

The Transition Board’s primary role is to support the transition of the School from a maintained school to becoming a REAch2 Academy and to facilitate the establishment of a Local Governing Body to whom delegated responsibility can be given. The Transition Board will have been established by REAch2 and may have been appointed before the School formally joined REAch2 in order to support the conversion of the School to become an academy. The Transition Board shall meet at least twice a term, more if necessary.

The Transition Board will ensure that the Strategic Plan for the Academy is being implemented and will advise on the development and review of the Plan, looking at four key areas of action; leadership & governance, teaching & learning, facilities & resources and finance. The Transition Board’s primary focus is achieving continuing school improvement and, if appropriate, the rapid turnaround of the Academy. The Transition Board will report to the REAch2 Regional Board and to the REAch2 Executive Team on progress, recommending further action as necessary. The Transition Board is accountable to the REAch2 Academy Trust Board for the progress of the Academy.

MEMBERSHIP

Members of the Transition Board are drawn from the local community and are appointed by REAch2, who will ensure the members have both the capacity and skills to work intensively within the Academy, providing support and challenge to the Academy’s staff and building on existing links with the community. Board members must be able to demonstrate an understanding of the ethos and values of REAch2 and a commitment to fulfilling REAch2’s mission and objectives for the Academy, drawing on specialist skills where required. Whilst there is no limit on the numbers expected to serve on the Board, in most cases it is not anticipated that there will be more than 3 initially, one of whom will be the Executive Principal. The REAch2 Chief Executive will appoint the Chair of the Transition Board.

REVIEW

Operating with a Transition Board is not intended to be a long-term arrangement and a target date has been identified for the review of the arrangement. This will be determined by the Executive Principal and reviewed as necessary. Any initial period will not be greater than 12 months.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of REAch2 and the REAch2 Regional Board in developing and sustaining a clear educational vision, ethos and direction for REAch2 and the Academy, which promotes learning and the moral, social and cultural development of pupils.	
Assist with the communication of the REAch2 vision within the Academy's community, reinforcing the Academy's identity as a school within the family of REAch2 schools.	
Establish systems and procedures in the Academy, which recognise and prioritise collaborative working within REAch2 where possible.	
Support REAch2 in the formulation of policies and practices which reinforce REAch2's overall vision and aims as well as recognise the uniqueness of the Academy and the contribution it makes to the REAch2 collective and to the community.	
Compliance and Leadership	
Take the lead in the development of a strategic plan for the Academy, which is consistent with REAch2's overall strategic objectives and identifies appropriate priorities for the Academy, targets for improvement and specific actions to be taken.	
Advise and report to REAch2 and the REAch2 Regional Board on the implementation of the strategic plan, identifying any financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.	
Support the leadership team within the Academy, ensuring that there is sufficient challenge and feedback so that continuous improvements can be made and preparing the leadership team and governors for the transition to full delegated responsibility.	
Have regard to the public sector equality duty in the performance of any duty.	
Act in accordance with the terms of the REAch2 Master and Supplemental Funding Agreements, the REAch2 Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	

Responsibility / Delegated Authority	Assessment
Establishing the Local Governing Body	
Establish a full governing body for the Academy, acknowledging the dissolution of the previous governing body and working with those who had been governors to understand the expectations that REAch2 has for those serving on local governing bodies.	
Assess the available skills and capacity of those willing to form a new REAch2 governing body for the Academy, explaining the role of governors by reference to the REAch2 Scheme of Delegation and emphasising the importance of working as a family of REAch2 Academies which support and promote each other.	
Encourage and facilitate the coming forward of individuals who can serve on a full governing body, supporting the training of potential governors and leaders as appropriate and ensuring there is sufficient diversity of skills, appropriate experience and capacity to provide meaningful support to the Academy's leadership team.	
Report to the Executive Principal on the progress for establishing the local governing body, advising on the governor skills and capacity audit undertaken and the timescale for concluding the establishment of the local governing body.	
Recommend to REAch2 suitable candidates for the appointment of the REAch2 governors, including suitable candidates for the position of Chair of the Local Governing Body who must be approved by REAch2, and facilitate the election of the parent and staff governors.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the REAch2 Trustees as trustees of charitable assets and as recipients of public money.	
Monitor, review and control the budget, expenditure and income of the Academy, acknowledging any amounts to be set aside for central costs and reserves, contributing to any discussions initiated either by the Trust Board or the REAch2 Executive Team in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.	
Support and introduce the systems of financial and risk reporting in respect of the Academy to REAch2 and the REAch2 Trust Board, reporting as required (including to any internal audit committee or to the external auditors) highlighting any specific risks which might jeopardise the fulfilment of the strategic plan for the Academy.	

Responsibility / Delegated Authority	Assessment
<p>Implement any REAch2 policy for the approval and signing of contracts (including the REAch2 Financial Procedures Policy), ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy, the Regional Board or the Trust Board to undue risk.</p>	
Curriculum and Standards	
<p>Advise REAch2 and the Trust Board on the development of a curriculum which meets the Academy's specific needs and has regard to:</p> <ul style="list-style-type: none"> • any nationally recognised curriculum • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by REAch2 and the Trust Board for all Academies. 	
<p>Advise and report to REAch2 and the Regional Board on the targets for relevant Key Stages in the Academy, supporting the leadership team in the Academy on action to be taken to maximise attainment and pupil progress and advising on the transition by pupils from one Key Stage to the next supporting the development of a personalised learning plan for each pupil.</p>	
<p>Carry out regular reviews of the standards of teaching and learning in the Academy and agree with the leadership team specific actions to be taken to address areas of weakness, facilitating the sharing of best practice and the development of a training programme for staff, which draws on the strengths of the Academy and secures additional resources which meet needs.</p>	
Admissions, Pupil Behaviour and Attendance	
<p>Advise the Trust Board on the Academy's admissions policy, ensuring this is consistent with any REAch2 policy on the same including in so far as it addresses appeals against admissions.</p>	

Responsibility / Delegated Authority	Assessment
Formulate and implement a pupil behaviour policy in accordance with guidance produced by the Department for Education and as advised by REAch2.	
Consider (rejecting or affirming as appropriate) any decision of the Headteacher to exclude a pupil, reconsidering any decision to exclude if required to do so by any independent appeal panel established by the Trust Board to hear appeals against exclusions.	
Staff Recruitment	
In conjunction with REAch2 and the REAch2 Regional Board (and having regard to the advice of the Academy's leadership team), develop a staffing structure for the Academy, identifying the number of staff required to be employed at the Academy, the levels of the posts and the role responsibilities of all staff employed and supporting, where appropriate, the sharing of resources between REAch2 Academies.	
Ensure the implementation of the HR policies adopted by REAch2.	
Having regard to any advice of the REAch2 Executive Team and on the instruction of the Executive Principal, appoint all new staff to work in the Academy, establishing an appointments committee in respect of the appointment of a Headteacher and such other key leadership appointments as advised by the REAch2 Trustees which includes representatives of REAch2 and the Trust Board (the latter as deemed appropriate).	
Staff Appraisal and Performance Management	
Evaluate the standards of teaching and learning in the Academy and ensure that proper standards of professional performance are established and maintained.	
Implement any pay policy and performance management policy for all teaching and non-teaching staff employed at the Academy put in place by REAch2, ensuring all affected staff of the Academy are kept informed and consulted as necessary.	
Implement any written policy for the appraisal of all teaching and non-teaching staff who work in the Academy put in place by REAch2, having regard to the objectives of the Academy's strategic plan and ensuring all staff of the Academy are kept informed and consulted as necessary.	

Responsibility / Delegated Authority	Assessment
Carry out the performance management and appraisal of the Headteacher, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the performance management of all other staff and advising the Trust Board of any areas of weakness or where additional support and/or training is required.	
Advise REAch2 and the Regional Board on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any REAch2 programme for the development of Headteachers and other key leadership appointments.	
Implement any written policy for staff disciplinary and grievance procedures put in place by REAch2 and where appropriate advise on and support the Academy's leadership team on the implementation of the same.	
Undertake any disciplinary procedure and hear any grievance made by or in respect of the Headteacher and other members of the Academy's leadership team, reporting to the Trust Board and noting an affected member of staff's right of appeal to the Trust Board.	
Facilitate discussion with staff representative bodies, including the unions, at both Trust Board level and within the Academy.	
Premises And Resources	
Formulate, implement and keep under review a policy for health and safety at the Academy, having regard to any advice issued by REAch2 from time to time.	
Provide such advice and information as may be required to enable the Trust Board to take out and review the level of insurance cover for the Academy and at the request of the Trust Board undertake appropriate and regular risk assessments.	
Advise and report to the Trust Board on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding.	
No significant capital works will be undertaken or commissioned by the Transition Board without the express written consent of the Trust Board.	
Ensure appropriately qualified workers, notifying the REAch2 insurers as appropriate, carry out any works to the premises.	

Responsibility / Delegated Authority	Assessment
Ensure any use of premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the Trust Board in relation to such matters (including any prepared on the advice of the REAch2 accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.	
Delegation	
The Transition Board may delegate any powers and responsibilities to the Headteacher of the Academy, subject to any requirements of REAch2. The Transition Board will ensure the gradual transfer of responsibility to the Headteacher, the leadership team and the full governing body is done sensitively to help successfully deliver the Academy's long term strategic plan.	