

The Arthur Terry Learning Partnership
SCHEME OF DELEGATION AND TERMS OF REFERENCE

1. Introduction

- a. The Arthur Terry Learning Partnership (the “Trust”) operates a growing family¹ of academies². It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission. The Objects are:-
- i. *advancing for the public benefit education in the United Kingdom (“the area of benefit”), in particular but without prejudice to the generality of the foregoing by:*
 - *establishing, maintaining, carrying on, managing and developing schools (“the Academies”) offering a broad and balanced curriculum,*
 - *providing childcare facilities and adult training to develop the capacity and skills of parents-to-be and parents with children primarily but not exclusively under five in such a way that they are better able to identify and help meet the needs of children;*
 - ii. *promoting in the area of benefit the physical, intellectual and social development of primarily but not exclusively children under five especially those who are socially and economically disadvantaged;*
 - iii. *developing the capacity and skills of those inhabitants of the area of benefit who are socially and economically disadvantaged in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society;*
 - iv. *relieving poverty among the inhabitants of the area of benefit;*
 - v. *relieving unemployment in the area of benefit for the benefit of the public in such ways as may be thought fit, including assistance to find employment;*
 - vi. *advancing the health of the inhabitants of the area of benefit;*
 - vii. *providing recreational and leisure time facilities in the interests of social welfare for the inhabitants of the area of benefit especially those who have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances;*
 - viii. *to promote for the benefit of the inhabitants of West Midlands and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or*

¹ It is useful but not necessary to refer to a “family” of academies

² Free schools are technically academies and the term “academy” in this document includes free schools if any

social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

- b. As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has:
- i. Members, the equivalent of shareholders in a commercial limited company, and
 - ii. Trustees³ who are the directors of the company and who together comprise the Trust Board (“TB”) and who report and are accountable to the Members. The TB has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual academies to committees known as Local Governing Bodies (“LGB”) and delegates other functions to regional committees known as Hub Governing Bodies (‘HGB’). It also delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Executive Team (“ET”), made up of the Chief Executive Officer (“CEO”), Executive Head teachers (“EH”), the Financial Director (“FD”) and Business Support Team (‘BST’) have delegated responsibility for the day to day operation of the Trust. Each academy has a Head teacher (“HT”) who reports to the EH and has delegated responsibility for the operation of the individual academy.
- c. A HGB may, but need not, have Trustees as members and the power of the TB to appoint HGB members (who have full voting powers) is unrestricted. In addition, the TB may appoint additional members (“AM”) of other committees on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless one of those attending the meeting at which the vote is taken are Trustees. This document sets out how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate. Appendix One shows the delegation process for a range of decisions that arise and Appendix Three sets out the general requirements in relation to calling and attending meetings and voting.

2. Members

- a. The Members have overall nominal responsibility for the Trust but they exercise their functions through the TB. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.
- b. The main powers and duties of the Members in broad terms are:
- i. To appoint and remove Trustees;
 - ii. To maintain the Membership and to appoint Members;
 - iii. To approve any proposed changes to the Articles of Association; and

³ The articles of the Trust may refer to Directors or to Governors but to match current DfE preference the expression “Trustees” is used in this document

- iv. To receive the annual accounts of the Trust.

3. Trustees

- a. The Trustees are the directors of the trust and have a similar role to governors in a local authority-maintained school. As company directors their duties are to:-
 - i. act within their powers;
 - ii. promote the success of the company;
 - iii. exercise independent judgment;
 - iv. exercise reasonable care, skill and diligence;
 - v. avoid conflicts of interest;
 - vi. not to accept benefits from third parties; and
 - vii. declare any interest in proposed transactions or arrangements

4. Conflicts of Interest

- a. Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. There are requirements in both the Articles and the Academies Financial Handbook in respect of the management of conflicts of interest.
- b. In addition, all Trustees and those with delegated responsibility are required to observe the Nolan Principles which are:-
 - i. Selflessness - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
 - ii. Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
 - iii. Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
 - iv. Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

- v. Openness - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- vi. Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- vii. Leadership - Holders of public office should promote and support these principles by leadership and example.

5. Trust Board

- a. The TB focuses on the three core functions of governance:
 - i. Ensuring clarity of vision, ethos and strategic direction;
 - ii. Holding the CEO to account for the educational performance of the academies and their pupils, and the performance management of staff; and
 - iii. Overseeing the financial performance of the Trust and making sure its money is well spent.
- b. Composition:
 - i. Up to 8 Trustees appointed by the Members,
 - ii. The CEO,
 - iii. Elected Parent Trustees (if any) as determined by the Members In certain circumstances; and
 - iv. Additional Trustees may be appointed by the Secretary of State.
- c. Quorum: More than half of the total number of Trustees in post or 3 if higher.
- d. Meetings: At least three each year convened on seven clear days' notice except in emergency as determined by the Chair.
- e. Retained responsibilities:
 - i. Deciding upon major strategic and legal aspects such as:
 - Establishing a new academy;
 - Discontinuing or merging existing ones;
 - Disposal of land otherwise for operational letting or hire purposes;
 - Making recommendations in respect of amending the Articles of Association;

- ii. Adopting the strategic plan for the Trust which will include individual strategic plans for each academy;
- iii. Procurement requiring the publication of OJEU advertisements;
- iv. Signing of contracts with a value in excess of £50,000;
- v. Approving the overall budget for the Trust and its devolution to each academy;
- vi. Approving use of Reserves;
- vii. Approving the annual accounts of the Trust;
- viii. Ensuring that all regulatory requirements are met;
- ix. Recommending appointment of Members and CEO, Trustees and members of HGB including conducting skills audits as required;
- x. Securing that all Trustees and members of HGB and LGB are appropriately trained;
- xi. Approving all Trust wide policies that the Trust by law is required to maintain (Except those policies in place by virtue of TUPE transfer). All Trust wide policies originate from the ET. A schedule of required policies is attached as Appendix Two and shows where detailed consideration of each takes place and with whom consultation takes place;
- xii. Determining each year the scheme of delegation and terms of reference including approving the membership of all committees;
- xiii. Determining admission arrangements for each academy;
- xiv. Ensuring and monitoring compliance with Admissions Code;
- xv. Establishing arrangements for independent appeals against refusals to admit pupils to an academy;
- xvi. Establishing arrangements for independent review panels to review permanent exclusions
- xvii. Appointment of:
 - CEO;

6. Chair's Emergency Powers

- a. The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any academy within the Trust, any student or employee of the Trust or any other member of the school community as the Chair may think fit in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or HGB in the time necessary to protect such interests

Committees of the Board

7. Finance Committee

- a. Composition: as determined by the TB; 5 (with a majority of Directors)
- b. Quorum: as determined by the TB; 3 (With a majority of Directors)
- c. Meetings: as determined by the TB; As calendared
- d. Delegated responsibilities:
 - i. Detailed consideration of the annual budget including consideration of:
 - The extent to which funds are retained for central services not directly related to individual academies;
 - The allocation of central funds for the purposes of each individual academy, [including an envelope for staffing] which will be based mainly but not solely on pupil numbers;
 - The approval of allocation of funds to each individual academy to be applied at the discretion of the LGB;
 - ii. Monitoring the financial performance of the Trust and holding the FD to account for this;
 - iii. Monitoring the use of the pupil premium and other earmarked or dedicated funds;

8. Audit Committee

- a. Composition: as determined by the TB; 3 (To include 1 Director)
- b. Quorum: as determined by the TB; 3 (To include 1 Director)
- c. Meetings: as determined required; As calendared
- d. The duties of the Audit Committee shall be:
 - i. to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal of the auditor;
 - ii. to discuss with the external auditor before the audit commences the nature and scope of the audit;
 - iii. to review the annual financial statements before submission to the TB, 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;

- iv. 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);
- v. to act as the body to whom the internal auditor 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);
- vi. 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;
- vii. 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;
- viii. 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;
- ix. to review the action and implementation of risk management policy across the Academy Trust;
- x. 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;
- xi. to receive and review risk management and relevant regulatory information and reports
- xii. to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence;
- xiii. to consider the effect on the rights of the Academy Trust of the findings of the internal audits or the external audits;
- xiv. 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 and
 - improve the quality of the accounting and auditing functions.

9. Pay & Appraisal Committee (Central Team)

- a. Composition: as determined by the TB; 3 (With majority of Directors), HR Advisor in attendance.
- b. Quorum: as determined by the TB; 3 (With a majority Directors)
- c. Meetings: as determined required;
- d. Determination of staff pay and conditions
 - i. Performance management of CEO,
 - ii. Review outcomes of performance management for EH, FD, BST & Central Team
 - iii. Detailed consideration of those policies within its remit;

10. Disciplinary Committee (Central Team)

- a. Composition: as determined by the TB; 3 (With majority of Directors), HR Advisor in attendance.
- b. Quorum: as determined by the TB; 3 (With a majority of Directors)
- c. Meetings: as determined required;
- d. Disciplinary, capability and grievance aspects relating to CEO, EH, FD, BST and Central Team
- e. Detailed consideration of those policies within its remit;

11. Appeals ((Pay & Appraisal and Disciplinary – Central Team) and Dismissals for all staff)

- a. Composition: as determined by the TB; 3 (With majority of Directors and of differing composition to Pay & Appraisal and Dismissals committees). HR Advisor in attendance.
- b. Quorum: as determined by the TB; 3
- c. Meetings: as determined by the TB; As required
- d. Review appeals of performance management for EH, FD, BST and Central team members
- e. Review appeals of Dismissals for EH, FD, BST and Central team members
- f. Review appeals of Dismissals for Academy based staff

12. Hub Governing Body (HGB)

- a. Composition: as determined by the TB; Minimum of 1 TB Director, 1 Academy representative as nominated by LGB from each Academy. EH in attendance. Other Executive Team staff and HT's in attendance as required.
- b. Quorum: as determined by the TB; 3
- c. Meetings: as determined by the TB; As calendared
- d. Delegated responsibilities:
 - i. TB Director representative of HGB to carry out reporting to the TB on the overall performance of the academies within the Hub;
 - ii. TB Director representative to chair HGB;
 - iii. Monitoring and holding to account for Medium and High Risk elements identified on Risk Registers of academies within the Hub;
 - iv. Challenge of the annual spend of that part of the Trust budget delegated to be managed by the academies within the Hub;
 - v. Monitoring and holding to account for the educational outcomes in the academies;
 - vi. Monitoring all aspects of safeguarding, SEN, equality and student welfare;
 - vii. Dealing with the regulatory requirements of exclusions through designated committees of the HGB;
 - viii. Liaising with the TB, CEO and FD on all aspects of policy setting as they may respectively require;
 - ix. Arranging election of elected members of the LGB in accordance with the Articles of Association;
 - x. Offering support and or providing professional challenge to LGB's
 - xi. Consultation with each LGB to promote good governance at each Academy;

13. Pay & Appraisal Sub-Committee of the HGB

- a. Composition: CoG from each of the schools in the Hub and at least one Director; 5 or 7. HR Advisor in attendance.
- b. Quorum: as determined by the HGB; 5
- c. Meetings: as determined required;
- d. Review outcomes of performance management for all Academy based staff

14. Appeals Sub-Committee of the HGB (Pay & Appraisal, Disciplinary and Pupil Exclusions)

- a. Composition: one governor from each of the schools in the 'Hub for Pay & Appraisal Appeals'; 5 or 7 (With a minimum of 1 Trust Board Director and of differing composition to HGB Pay & Appraisal Committee). HR Advisor in attendance.

Composition: as determined by the HGB; 'LGB Disciplinary' and 'LGB Pupil Exclusions' committees

- b. Quorum: as determined by the HGB; 3
- c. Meetings: as determined by the HGB; As required
- d. Review appeals of performance management for all Academy based staff including HT

15. Local Governing Body (LGB)

- a. Composition: as determined by the TB; 5-9 Non – Executives, including 1 Staff representative. + HT.
- b. Quorum: as determined by the TB; Minimum 3
- c. Meetings: as determined by the TB; As calendared within weeks defined and any specifically defined dates by TB
- d. Delegated responsibilities:
- To champion the ATLP vision and values and to ensure schools collaborate so that pupils achieve high standards socially, academically and personally.
 - To hold school leaders to account in accordance with agreed targets and to secure school improvement and to ensure that all schools within the ATLP achieve Ofsted Good or Outstanding.
 - To receive and scrutinise the Headteachers Report with a primary focus on teaching and learning.
 - To ensure that the school has a medium to long-term vision for its future within the ATLP and that there is a robust strategy in place for achieving its vision which should be aligned to the principles, ethos and vision of the Partnership.
 - To ensure there are named governors responsible for the categories below and that relevant policies, supplied by the Trust Board, are applied effectively and that targets/data set by the Trust Board, are monitored and challenged:
 - SEND
 - Safeguarding/Child Protection
 - Pupil premium, catch up funding, sports premium
 - To implement ATLP procedures for appointing LGB members and to work in accordance with the Governance and Compliance Handbook.
 - To ensure consistent compliance of ATLP policies and locally led policies.
 - To monitor agreed budget and ensure any variances from the budget are reported to the TB.
 - To maintain a register of business interests.

- To ensure provision of free school meals to those pupils meeting the criteria.
- To ensure effective processes are in place for monitoring the quality assurance of outcomes, teaching, curriculum, inclusion and the sharing of excellent practice across the school.
- To monitor the targets agreed by EHT/SIP relating to standards.
- To support the development of, and then monitor, the school strategic plan.

16. Disciplinary Sub-Committee of the LGB

- Composition: as determined by the LGB; 3 (to include 2 members of LGB and 1 Disciplinary Specialist from across the Trust)
- Quorum: as determined by the LGB; 3
- Meetings: as determined required;
- Disciplinary, capability and grievance aspects relating to all academy based staff, below and including HT;
- Detailed consideration of those policies within its remit;

17. Pupil Exclusions Sub-Committee of the LGB

- Composition: Three available members from all HGB members and LGB members for the relevant academy and such others as may be appointed by the TB, other than employees of the Trust;
- Quorum: 3;
- Meetings: In accordance with statutory requirements;
- Outline of responsibilities:
 - To consider all parental representations in relation to any pupil exclusion; and
 - To meet to review all fixed period exclusions individually or in aggregate in excess of five days and all permanent exclusions whether or not parents make representations or exercise the right to attend.

Note: all decisions taken under delegated authority MUST be reported to the next available TB meeting. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

Executive Team

18. CEO

- a. Provide strategic and operational leadership of the Trust;
- b. Responsible for the operational internal organisation management and control of each of the academies and specifically:
 - i. Development of Trust-wide strategies and strategies for individual academies for TB approval;
 - ii. Determining and implementing curriculum provision and assessment;
 - iii. Performance management (including progression) of EH, BST in line with performance management policy;
 - iv. Disciplinary, capability and grievance aspects relating to EH, BST in line with disciplinary policy;
 - v. Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement;
 - vi. Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion;
 - vii. Reporting termly to the TB;
 - viii. Acting as the Accounting Officer of the Trust;

19. EH

- a. *Promoting School Improvement in the academies of The ATLP*
- b. *Provide executive leadership for the academies and the educational constituent parts of The ATLP*
- c. *Propose Trust wide policies relating to Students*
- d. Performance management (including progression) of HT;
- e. Disciplinary, capability and grievance aspects relating to HT;

20. FD

- a. Provide financial leadership of the Trust;
- b. Secure financial probity and value for money including compliance with the Academies Financial

Handbook;

- c. Prepare and maintain the Trust's Financial Manual;
- d. Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual academies and determining sums to be delegated to each LGB for local spending, for TB approval;
- e. Reporting termly to Finance Committee;
- f. Monitoring Academy budgets;
- g. Propose changes to Funding Agreements;
- h. Approval of budget allocation changes;
- i. Provide accurate and timely returns in line with DFE requirements;

21. BST

- a. Promoting Business Efficiency, Effectiveness and Economy across the Trust
- b. Providing Strategic and Operational leadership of the Business of the Trust
- c. Propose Policies for Recommendation to the Trust Board for approval
- d. Approve appointment of central trust staff below BST level
- e. Signing of all contracts from £7,501 to £49,999

22. HT

- a. Promoting School Improvement in the home Academy
- b. Support the EHT's in promoting School Improvement in all ATLP Academies
- c. Provide leadership for the HT's home Academy
- d. Authorising purchases under £7,500 outside of agreed budgets
- e. Approval of fixed term exclusions
- f. Recommending permanent exclusions to the LGB
- g. Performance management (including progression) of Academy Staff in line with performance management policy;
- h. Disciplinary, capability and grievance aspects for all Academy staff in line with disciplinary policy;

Appendix One

Scheme of Delegation – See Excel Spreadsheet Scheme of Delegation

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Appendix Two (To be reviewed)

Policies maintained by the Academy Trust requiring Trust review and adoption

Note: all required policies are initiated by ET at the direction of CEO.

Appendix Two shows the approval and consultation requirements. All policies are to be reviewed every three years unless shown otherwise or a change of legislation, DFE requirements or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review.

Those policies that are required under statute or are referenced in statutory guidance are marked (S)

| Policies for Academies | In Place? | Review Frequency |
|---|---------------|--|
| Statutory Policies required by law | | |
| Charging and remissions | yes | Governors decide - recommended as required |
| School Behaviour Policy | yes | Headteacher decides - as required |
| Sex Education | yes | Governors decide - recommended as required |
| Special Educational Needs | yes | Governors decide - recommended as required |
| Teacher Appraisal and Capability | yes | Governors decide - recommended as required |
| Teachers' Pay | yes | Annually |
| Statutory policies required by other legislation | | |
| Data protection | yes | At least every 2 years |
| Health and Safety | yes | Governors decide |
| Finance Policy | yes | Annually |
| Other Statutory Documents | | |
| Admissions arrangements | yes | Annually |
| Accessibility Plan | site specific | Every 3 Years |
| Behaviour Principles written statement | yes | Governors decide |
| Central record of recruitment and vetting checks | yes | continuous |
| Complaints procedure statement | yes | Governors decide |
| Freedom of information | yes | Governors decide |
| Governors' allowances (scheme for paying) | yes | Governors decide |
| Home-school agreement document | yes | Governors decide |
| Instrument of Government | yes | Governors decide |

| | | |
|---|------------------|-------------------------------|
| Minutes of, and papers considered at, meetings of the governing body and its committees | yes | Not applicable |
| Premises management documents | site specific | varies |
| Equality information and objectives (public sector equality duty) statement for publication | yes | Every 4 years |
| School information published on website | yes | Continuous, at least annually |
| Register of business interests of headteachers and governors | yes | Governors decide |
| Register of pupils' admission to the school | yes | Continuous |
| Register of pupil attendance | yes | Continuous |
| Staff discipline, conduct and grievance (procedures for addressing) | yes | Governors decide |
| Documents referred to in statutory guidance | | |
| Child protection / Safeguarding policy and procedures | yes | Annually |
| Early Years Foundation Stage (EYFS) | where applicable | varies |
| Statement of procedures for dealing with allegations of abuse against staff | yes | Governors decide |
| Supporting pupils with medical conditions | yes | Governors decide |

Good Practice Policies and Documents

| Policy/Procedure | in place for ATLP? |
|---|---------------------------|
| Acceptable Use Policy | yes |
| Adoption Leave - Support Staff | yes |
| Alcohol | yes |
| Anti-Harassment | yes |
| Appointments (General) | yes |
| Competence (Support staff) | yes |
| Code of Confidentiality | yes |
| Cover Policy | yes |
| Cover Work for absent colleagues | yes |
| CPD Policy | yes |
| Directed Hours | site specific |
| Dismissal for some other substantial reason | yes |
| Equal Opportunities and Dignity at Work | yes |
| Equality & Diversity - Statement of Intent | yes |
| Flexible Working | yes |
| Going Home Early Procedure | yes |
| Health & Safety Policy | yes |
| Job Sharing | yes |
| Laptop Agreement | yes |
| LGPS Discretions Policy | yes |
| LGPS Injury Allowance Scheme | yes |
| Managing Staff Sickness Absence | yes |
| Maternity/Adoption Leave - Teachers | yes |
| Maternity Leave - Support Staff | yes |
| Mobile Phone acceptable use policy | yes |
| No Smoking | yes |
| Occasional Home Working | yes |

| | |
|--|-----|
| Paternity Leave | yes |
| Pay Policy | yes |
| Post Entry Learning/Masters Degrees | yes |
| Recruitment of ex-Offenders | yes |
| Redundancy Procedures | yes |
| Safeguarding - DBS Checks | yes |
| Safer Recruitment Policy | yes |
| Shared Parental Leave | yes |
| Smoking at Work Policy | yes |
| Special Leave of Absence | yes |
| Staff Code of Conduct | yes |
| Substance Misuse Policy | yes |
| Support Staff Probation | yes |
| Support Staff Induction | yes |
| Teacher Appraisal and Capability | yes |
| Teacher Statutory Induction | yes |
| Temporary and Fixed-Term Contracts Procedure | yes |
| Statutory Parental Leave and Time off for Dependents | yes |
| Time off for Study and Training | yes |
| Travel & Subsistence | yes |
| Whistleblowing | yes |
| Work Experience Policy | yes |

APPENDIX THREE

Provisions relating to meetings and voting

NB. The Articles contain very detailed provisions regarding the calling of meetings, how they are conducted and voting. What follows is a brief summary and reference should be made to the Articles if particular questions arise.

Calling meetings

Meetings of Members and of Trustees are convened by the Clerk.

Meetings of Members

Members must hold an Annual General Meeting each year. The Trustees decide when and where the meeting is to take place and the Trustees may also call a General Meeting if required. This would normally be to decide on the appointment or removal of Trustees or the amendment of the Articles. The Trustees must call a General Meeting if the Members require them to do so.

14 clear days' notice must be given, i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday two weeks before. However, shorter notice can be given if agreed to by a majority of Members having at least 90% of the right to attend and vote. That means that unless there are 10 Members, a meeting can only be called on short notice if all agree.

The notice of the meeting must state time and place of the meeting and should indicate in general terms what business is to be discussed. It should also state to right to appoint a proxy.

There must be a quorum present –specified in the Articles as two people entitled to attend and vote.

Although all Trustees are entitled to attend and speak at any Members' meeting they are not entitled to vote and therefore those Trustees who are not also Members do not count in the quorum.

The Members present appoint the chair of the meeting. There is no formal position of Chair of the Members.

Meetings of Trustees

The Trustees must meet at least three times in each school year.

The Chair (or vice-Chair in the absence of the Chair) and any three Trustees may require the Clerk to convene a meeting at any time and the Clerk must convene it as soon as reasonably practicable.

Seven [**Check the Articles as in some cases the notice required is 14 days**] clear days' notice, together with the agenda, must be given i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday one week before, but the Chair (or vice-Chair in the absence of the Chair) can direct shorter notice on the grounds of urgency.

There must be a quorum present which is normally whichever is the greater of three Trustees or one-third (rounded up) of the total number of Trustees holding office at the time – i.e. don't count vacant positions. The quorum required for a vote to remove a Trustee or to remove the chair is two-thirds of those present and entitled to vote. Note that there are special procedures set out in the Articles that have to be followed to remove the chair or vice-chair from office.

What is a Meeting?

Under the Articles, the definition of a meeting covers not just the situation when all are present but also a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation and telephone conferencing. In other words, a meeting can be convened with people taking part remotely. That covers meetings of the Members (which usually will only rarely be needed) and the more regular meetings of the Trust Board. Members may also "attend" Members' meetings by giving another person a proxy vote but Trustees and LGB members cannot do this.

The condition for being entitled to attend remotely is that the person concerned has given notice of the intention to do so by giving appropriate contact details at least 48 hours before the meeting. Of course, this also depends on having the necessary equipment! Note that this is a right that an individual Trustee has. The other Trustees can agree not to insist on the 48 hours' notice.

There is also a provision under which a resolution of the Trustees that all Trustees agree with can be passed by getting each Trustee to sign a copy of the resolution and without having to hold a physical meeting – you can have several copies as long as, in total, every Trustee has signed.

Note that there is no provision for making decisions by email or by separate telephone conversations.

Generally

So far as HGBs are concerned, the Trust Board can specify the procedures to be adopted. Normal good practice indicates that HGBs should follow the same rules. Again as a matter of good practice all meetings of Members, Trustees, LGBs and their respective committees should be clerked. This is especially important in relation to exclusion reviews.

All meetings should be minuted. Minutes should be concise and impersonal. They should record the topics discussed, the main points raised, the conclusions reached and, briefly if appropriate, the reasons for decisions. Where questions and answers need to be minuted as evidence of challenge, it is better practice that the questioner is not identified but the respondent should be.

Reporting back should be by way of tabled minutes. All decisions taken under delegated authority (which **does not** extend to internal organisation management or control of the AT or any constituent academy) must be reported also to the next Trust Board meeting. Minutes of those decisions should, therefore, be reported to the Clerk who will ensure that they are tabled for the AT.

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