



Hales Valley Trust
Governance Arrangements
2021/22

Review Tracker			
Date	Reviewed By:	Role	Date Approved by the Governing Board
February 2017	J Mackinney G Craig	CEO Chair of Board of Directors	Spring 2017
September 2018	J Mackinney G Craig	CEO Chair of Board of Directors	Autumn 2018
September 2019	J Mackinney G Craig	CEO Chair of Board of Directors	Autumn 2018
September 2020	J Mackinney	CEO	Autumn 2020
September 2021	J Mackinney Central Executive Team	CEO	Autumn 2021

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1. Governing Board Membership – 2021/22 Academic Year

Members	End of Office
Derek Bailie	NA
Mark Simpson	NA
Brett Field	NA
Tracey Ruddle	NA
Mike Wilkes	NA
Directors	
Mark Simpson: Chair	September 2024
Robert Gregory	September 2024
Christopher James	September 2024
Jeannette Mackinney	September 2024
Diane Morrison	September 2024
Gillian Harper: Vice Chair	September 2023
Rob Lane	January 2025
Finance, Audit & Risk Committee	
Rob Lane	Chair
Diane Morrison	Vice Chair
Mark Simpson	
Curriculum & Standards Committee	
Christopher James	Chair
Gillian Harper	Vice Chair
Robert Gregory	
Remuneration Committee	
Mark Simpson:	Chair
Christopher James	
Robert Gregory	

Local Governing Committee – Lutley	Role	End of Office
Kate Hall	Headteacher	NA
Mark Simpson	Chair Co-opted	September 2024
Jeannette Mackinney/Rebecca Cox	CEO/DSI	NA
Jaynie Berry	Vice Chair Parent	September 2022
Sandeepka Pensom	Parent	September 2022
Julia Haden	Parent/ Co-opted	September 2023
Laura Atkinson	Trust Associate	September 2022

Local Governing Committee – Lapal	Role	End of Office
Joanna Turner	Headteacher	NA
Angela Mander	Chair Co-opted	September 2023
Jeannette Mackinney/Rebecca Cox	CEO/DSI	NA
Victoria Hanna	Vice Chair Parent	September 2022
Wendy Jackson	Parent/ Co-opted	September 2023
Vacancy	Co-opted	
Rebecca Weaver	Trust Associate	September 2022

Local Governing Committee - Woodside	Role	End of Office
Sally Bloomer	Headteacher	NA
Ellen Parkes	Chair Co-opted	March 2025
Jeannette Mackinney/Rebecca Cox	CEO/DSI	NA
Linda Bridgewater	Vice Chair Co-opted	March 2025
Kayleigh Cook	Parent	September 2023
Vacancy	Parent	
Stephanie Wheatcroft	Associate Trust	September 2022

Local Governing Committee – Hurst Hill	Role	End of Office
Rebecca Keen	Headteacher	NA
Jeannette Mackinney/Rebecca Cox	CEO/DSI	NA
Jenny Gover	Chair Parent	October 2021
Dave Pardoe	Co-opted	September 2023
Matt Maynes	Co-opted	May 2025
Melissa Downes	Parent	September 2025
Rebecca Fellows	Associate Trust	September 2022

Local Governing Committee – Priory	Role	End of Office
Kelvin Daley	Headteacher	NA
Jessica Merritt	Chair Co-opted	September 2023
Jeannette Mackinney/Rebecca Cox	CEO/DSI	NA
Mark Thompson	Parent	September 2022
Jaynie Berry	Parent	September 2023
Leah Wooldridge	Co-opted	September 2023
Neil Bate	Associate Trust	September 2022

2. Governors' Statutory Responsibilities and Functions

In all of the schools within our Trust, governing boards should have a strong focus on three core strategic functions:

1. Ensuring clarity of vision, ethos and strategic direction
2. Holding executive leaders to account for the educational performance of the organisation and its pupils, the performance management of staff; and
3. Overseeing the financial performance of the organisation and making sure its money is well spent. *(Extract from DfE Governors Handbook March 2019)*

Governance Handbook and Competency Framework

Please refer to the DfE governors' handbook and competency framework for governance – both documents provide essential guidance for governors in support of their roles and responsibilities. They are published on the Department for Education website. Follow the web links below:

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/925104/Governance_Handbook_FINAL.pdf

https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/583733/Competency_framework_for_governance_.pdf

3. Scheme of Delegation

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the Board) who have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the schools maintained by the Trust.

The Board has strategic oversight across the Trust, ensuring compliance with regulation, and setting the Trust's vision and policies.

In order to support the effective operation of the Trust and the schools, the board has established a number of committees to which it has delegated certain of its powers and functions. These powers and functions are set out in the terms of reference, and include the constitution, membership and proceedings of the committees.

All committees established by the Trust Board comply with The School Governance (Role, Procedures and Allowances) (England) Regulations 2013.

In summary, the board has established two different types of committee:

- Main board committees which are established to deal with Trust-wide matters: Finance, Audit & Risk, Curriculum and Standards and Remuneration.
- Local Governing Committees (LGCs) and Educational Advisory Groups (EAGs) which are established by the board to support the effective operation of the schools

The board reviews these terms of references together with the membership of the Committees at least once every twelve months.

These terms of reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

LGCs are accountable for their own school performance whilst the overall performance of the Trusts' schools is the responsibility of the board of directors. The scheme of delegation sets out the decision-making responsibilities for all aspects of the trust.

Hales Valley Trust has established a ***Scheme of Delegation*** in addition to the ***Governance Arrangements*** – please see document for levels of delegation.

4. Trust Committees

Establishing the Committees

The Board has resolved to establish the following board and local governing committees:

- Finance, Audit and Risk:
- Curriculum and Standards
- Remuneration
- Local governing committees at each school (LGC)

Membership

Board Committees

All board committees shall have a minimum of three members and maximum of five members.

A majority of Board Committee members must be trustees of the Trust (Trustees). The Board will appoint and remove all Committee members.

The Board of Directors will ensure that board committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.

The current Board Committee members are set out in the register of committee members maintained by the Trust.

The Trustees recognise the overriding principles of the Academies Handbook (AH) published by the ESFA that the Finance, Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Finance, Audit & Risk Committee the Board will adhere to the principles of the AH and ensure that:

- staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
- the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

Local Governing Committees (LGC)

Each LGC operating in respect of one school shall, unless the Board resolve otherwise, will have a minimum of five members and a maximum of nine members.

The membership of each LGC shall be as follows (unless the Board resolve otherwise):

- Head Teacher of the academy;
- Two parent members;
- Up to four persons appointed by the Board, including the CEO/DSI
- Trust Associate governor: a senior leader from one of the other schools in the Trust

The current LGC members are set out in the register of committee members maintained by the Trust and set out at the start of this document.

The Trustees will make all necessary arrangements for, and determine all other matters relating to the recruitment of parent LGC Members.

The LGC Members may only appoint co-opted members with the consent of the Board.

The term of office for any LGC Member shall be four years, save that this time limit shall not apply to the Head Teachers. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be)

Educational Advisory Groups

When one of the joining schools is judged to be in special measures then an Educational Advisory Group (EAG) will be established in the place of an LGC.

Membership of this group will involve the Chair of Directors, the CEO, the Director for School Improvement, a Trust Associate governor, the Headteacher and up to 3 others.

The EAG will be in place for a minimum of six months and will be reviewed on an annual basis whilst the new academy works to raise standards.

Chairs of Committees

Each board committee shall, at the first meeting of each academic year, elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.

The LGC members shall, at the first meeting of each academic year, appoint a LGC member to act as Chair of the LGC. The LGC members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

No person may act as Chair if they are an employee of the Trust.

Authority, remit and responsibilities of the Committees

Each Committee shall be responsible for the matters as determined in the relevant terms of reference.

Each Committee is authorised by the Board to:

- Carry out any activity authorised by these Terms of Reference; and
- Seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.
- Save with the consent of the Board, the Committees may not establish sub-committees.

Proceedings of Committee meetings

The committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

Any two committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless at least 50% of members of the Committee present are Trustees.

The quorum for the transaction of the business of LGC shall be four LGC members, provided that at least one of them is an LGC member appointed by the board (not including staff members or parent members).

The Chief Executive Officer/Chair of Board of Directors shall ensure that a clerk is provided to take minutes at meetings of the Board Committees LGCs and EAGs.

Every matter to be decided at a meeting of a committee must be determined by a majority of the votes of the members present and voting on the matter.

Each committee member present in person shall be entitled to one vote.

Where there is an equal division of votes the Chair shall have a casting vote.

A register of attendance shall be kept for each committee meeting and published annually.

Committees may invite attendance at meetings from persons who are not committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

Committee Members' Interests

Committee members are required to declare any business or other interests in any item being discussed at a meeting.

Each committee member, if present at a committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:

- there may be a conflict between their interests and the interests of any of the schools or the Trust;
- there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
- they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the committee in relation to that matter) in a matter.

Disqualification & Removal of Committee Members

A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

- is or becomes disqualified from holding office under the Trust's Articles of Association;
- is or becomes disqualified from holding office as a governor of a school or academy;
- is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
- is barred from any regulated activity relating to children;
- is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
- commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;
- in the case of an LGC Member, is absent without the permission of the LGC Members from all their meetings held within a period of six months and the LGC Members resolve that his office be vacated;
- resigns his/her office by notice in writing to the relevant Chair;
- in the case of a Head Teacher, they cease to be the Head Teacher;
- in the case of an LGC Member, their term of office expires and they are not re-appointed.

The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGC Member by written notice to the relevant Chair.

Reporting Procedures

Within 14 days of each meeting each committee will:

- produce and agree minutes of its meetings;
- provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board,

The committee reports can be agreed by committee members by email.

The committee Reports will be sent to the Board via Governor Hub within 21 days of each Committee meeting.

Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

Each committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

5. Terms of Reference: *to be reviewed annually*

5.1 Board of Directors

Membership:

Chair of Directors
Chief Executive Officer
5 other Directors

Purpose of the Board of Directors

The Board will be responsible for ensuring that the school is meeting the statutory obligations regarding all aspects of the curriculum and for overseeing pupil attainment throughout the school.

The Board of Directors and management must maintain robust financial oversight of the academy trust.

Meetings:

Minimum every half term or as often as required. The Board must achieve at least 70% attendance. In the event an individual director attendance falls below this, their ability to effectively discharge their duties will be reviewed with them by the Chair of the Directors.

Skills & Knowledge required:

- An ability to maintain a strategic overview
- Excellent analytical skills
- A knowledge of HR procedures and employment law
- Excellent financial and risk management skills
- A knowledge of the primary curriculum and primary assessment practice

Expectations:

- As soon as possible after appointment, undertake Trust Governor induction sessions
- Undertake annual update training operated by the Trust covering the following
- Make an active contribution to Board meetings
- Aim to remain current with the national agenda on education, including reading relevant update literature issued by the Trust and/or DfE/ESFA.
- Read and remain aware of the requirements and obligations under Academy policies, comply with relevant obligations and ensure regular review to ensure practice reflects policy.
- Champion the common purpose of Hales Valley Trust outside of meetings and within the community.
- Take a proactive role in the self-evaluation of the Governing Body effectiveness as required by the Board of Directors.
- Undertake a full Governance review every 3 years

Finance

- Approve a written scheme of delegation of financial powers that maintains robust internal controls. The scheme of delegation should be reviewed annually, and immediately when there has been a change in trust management or organisational structure.
- Ensure that financial plans are prepared and monitored, satisfying itself that the trust remains a going concern and financially sustainable
- Take a longer-term view of the trust's financial plans consistent with the requirement to submit three-year budget forecasts to ESFA
- As part of its management of the trust's funds, set a policy for holding reserves and explain it in its annual report. Information on how the trust must report on reserves is set out in the Accounts Direction.
- The board of directors must notify ESFA, as soon as possible, of any instances of fraud, theft and/or irregularity exceeding £5,000 individually, or £5,000 cumulatively in any financial year. Unusual or systematic fraud, regardless of value, must also be reported.

Budget Setting

The Board of Directors **must**

- Ensure rigour and scrutiny in budget management.
- Approve a balanced budget, and any significant changes to it, for the financial year to 31 August, which can draw on unspent funds brought forward from previous years. The board must minute its approval.
- Ensure budget forecasts for the current year and beyond are compiled accurately, based on realistic assumptions including any provision being made to sustain capital assets, and reflect lessons learned from previous years.
- Approve the following financial submissions to the ESFA, in a form specified by ESFA:
 - an Academies budget forecast return outturn (BFRO) each May
 - an Academies budget forecast return three year (BFR3Y) each July in accordance with deadlines published annually.
- Notify ESFA within 14 calendar days of its meeting if proposing to set a deficit revenue budget for the current financial year, which it cannot address after considering unspent funds from previous years, as this would be non-compliant with the funding agreement and this handbook.

The Board of Directors **should**:

- Challenge pupil number estimates as these underpin revenue projections, and review these termly

Budget Monitoring

- Consider the Trust management accounts. Management accounts include an income and expenditure account, variation to budget report, cash flows and balance sheet.
- Ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure.
- Where the board has concerns about financial performance, it should act quickly ensuring the trust has adequate financial skills in place

Investments

The board of directors may invest to further the trust's charitable aims, but must ensure investment risk is properly managed. When considering an investment, the board **must**

- Act within its powers to invest as described in its articles
- Have an investment policy to manage and track its financial exposure, and ensure value for money
- Exercise care and skill in investment decisions, taking advice as appropriate from a professional adviser
- Ensure exposure to investment products is tightly controlled so security of funds takes precedence over revenue maximisation
- Ensure investment decisions are in the trust's best interests
- Review the trust's investments and investment policy regularly

External Audit

The board of directors must notify ESFA immediately of the removal or resignation of the auditors. For removal, the trust must notify ESFA of the reasons, copying to ESFA any statement received from the auditor on this matter. For resignation, the trust must copy to ESFA an explanation from the auditors. A change in auditor at the expiry of their agreed term of office does not require notification to ESFA.

Risk Register

- Overall responsibility for risk management, including ultimate oversight of the risk register, must be retained by the board of directors, drawing on advice provided to it by the audit and risk committee
- Other committees may also input into the management of risk at the discretion of the board.
- Aside from any review by individual committees, the board itself must review the risk register at least annually.
- Risks management covers the full operations and activities of the trust, not only financial risks.

Human Resource & Legal Matters:

To ensure all legal responsibilities are undertaken. Some of the following powers and functions are delegated by the Board to the Remuneration Committee and Staff Appeals as set out below.

Pay & Appraisal

- To determine annually, [in accordance with the School Teachers' Pay and Conditions Document] the Pay Policy adopted by the Trust and the school's salaries budget, the salaries of teaching staff.
- To determine annually, in accordance with the adopted Pay Policy and any appropriate regulations and agreements and within the schools' salaries budget, the salaries and gradings of support staff.
- Appraisal - to operate in accordance with the statutory appraisal regulations and the relevant Trust policy as follows:
 - To ensure that the Remuneration Committee carry out appraisal of the CEO
 - To approve the recommendation of the CEO for pay progression following the Headteacher's appraisal process

Grievances

- To consider staff grievances where there is a referral under the grievance procedure adopted by the Board. A panel comprised of available Governors will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the adopted procedure.
- To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Board. The Committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the adopted policy.

Staff Discipline/Dismissals

Under the disciplinary, or other relevant procedures adopted by the Board, make a decision to dismiss staff members in line with the scheme of delegation

Staff Appeals

The board will delegate the handling of staff appeals in relation to any trust HR policies (e.g. pay, appraisal, disciplinary) to the relevant committee

Policies

To review, advise and recommend revisions to HR policies as outlined in the scheme of delegation

Employees

- To receive reports on all aspects of matters relating to staff at the schools.
- To monitor the communication and consultation of policies and processes to staff and review feedback as necessary
- To advise and recommend revisions to those policies which affect staff, including but not limited to those which relate to staff capability, staff disciplinary and grievance, managing allegations, whistleblowing, pay, LGPS discretions
- To ensure the legal requirements for Early Career Teacher (ECT) induction are complied with.
- To carry out a review of the staffing establishment at least once per year when setting the school budget.

Buildings

- Approve matters relating to the purchase, lease, erection, alteration and renovation of buildings and facilities management
- Acquisition of land and property
- Approve the appointment of architects and other professional consultants for capital building projects
- Monitor progress of the capital building projects
- Ensure that an asset recording system is in place, including an inventory and fixed asset register for each school.
- Property Management - determine the use of the school premises and grounds outside school sessions with regard to the lettings and charging policy.
- Asset Management - to receive reports from the relevant staff and Chief Operations Officer on the management of assets including premises and their security.

Annual Agenda Planner for Board of Director's Meetings	AUTUMN TERM		SPRING TERM		SUMMER TERM	
Apologies	✓	✓	✓	✓	✓	✓
Declaration of Interests	✓	✓	✓	✓	✓	✓
Confidentiality of Information	✓	✓	✓	✓	✓	✓
Committee Organisation: o Election of Chair/Vice Chair o Appointment of committee Directors and Directors responsibilities for SEND, Safeguarding and School Improvement	✓					
Review Governing Body Arrangements to include Scheme of Delegation and Terms of Reference	✓					
Annual review of performance Skills Audit and training needs analysis	✓					
Training needs		✓		✓		✓
Minutes of Previous Meeting	✓	✓	✓	✓	✓	✓
Review Trust's strategic objectives	✓					
Monitor progression of the strategic plan			✓			✓
Trust Performance Receive report/update from CEO	✓	✓	✓	✓	✓	✓
Trust Performance Receive report/update Director of School Improvement	✓	U	✓	U	U	✓
Trust Performance Receive report/update from COO	✓	U	✓	U	U	✓
Trust Performance Receive report from CFO		✓		✓	✓	✓
Receive minutes of relevant LGC, Finance, Audit and Risk and Curriculum & Standards meetings	✓	✓	✓	✓	✓	✓
Approve Trust Annual Audited Financial Statements.		✓				
Review Risk Register		✓		✓		✓
To sign off teacher appraisal and appraisal and pay review of CEO		✓				
To sign off on any delegated tasks	✓	✓	✓	✓	✓	✓
Receive/review/approve any Trust policies in line with the policy register: Child Protection & Safeguarding, Admissions, Complaints, SEND, Medical Needs, Pupil Premium, HR	As appropriate					
Receive any matters arising from the Trust Board	As appropriate					
Receive Reports on Investigations/Allegations	As appropriate					
U = update						

5.2 Finance, Audit & Risk Committee to be reviewed annually

Membership: 3 Directors

In attendance

Chief Executive Officer

Chief Finance Officers

Chief Operations Officer

Meetings

Minimum every half term or as often as required. The committee must achieve at least 70% attendance. In the event an individual director attendance falls below this, their ability to effectively discharge their duties will be reviewed with them by the Chair.

Composition of the Committee

The Finance, Audit & Risk Committee is a sub-committee of the Hales Valley Trust Board. All members of the Committee shall be Trustees and shall be appointed by the Trust Board.

Members of the Senior Leadership Team will be asked to join meetings as necessary to provide additional expertise and knowledge.

As a minimum, a quorum will comprise at least 2 members.

Roles & Responsibilities

The role of the Committee is, on behalf of the Trust Board, to ensure the highest standards of stewardship and propriety are implemented and operating effectively across the Trust, in ensuring:

- The effective Financial Management of the Trust including the delivery of Value for Money in its use of Public Funds.
- A safe and compliant environment is established and maintained for all its pupils and staff.
- All legal, statutory and policy duties are effectively managed on a timely basis.

Authority

Whilst the Finance, Audit and Risk Committee has no executive powers, it is authorised by the Board of Trustees to investigate any activity within its remit, including seeking out any information it requires, obtaining any independent professional advice or, securing the attendance of any person at the Committee meeting with relevant experience and expertise it considers necessary.

Specific authorities granted to the Committee under the Scheme of Delegation include:

- Write off of debts between £1,000 & £4,999.
- Authorisation of Severance payments under £10,000.

Delegated Responsibilities: Financial Management & Reporting

Purpose: to keep under review the Trust's financial management and reporting arrangements, providing appropriate challenge to the actions and judgements of management in relation to financial planning (revenue and capital), any interim management and financial accounts and the Annual Report and Accounts. Specifically:

- Review the Trusts Annual Audited Financial Statements paying particular attention to areas of judgement, the going concern assumption, any changes in policy and the clarity and transparency of disclosures. Make recommendations to the Board for approval.
- As regards the External Auditors:
 - Review and agree the scope of audit work each year.
 - Review the findings contained within the annual Management Letter and ensure appropriate and timely actions are taken by Trust Management in response.
 - Following the annual audit, assess the effectiveness and quality of the audit process, making recommendations through the Board to Members on re-appointment or replacement of the Auditor.
 - Consider and recommend the proposed audit fees to the Board.
 - Oversee the tender process for the appointment of a new Audit firm and make recommendations through the Board to the Members.
- Receive and consider Management Information regarding the financial performance of the Trust, ensuring its ongoing viability. Report to the Board throughout the year on the financial performance of the Trust, specifically on any matters coming to the attention of the Committee which may materially impact on the current or future viability.
- Review the annual 3-year financial plan (BFR3Y) and following year budget in advance of each financial year, ensuring these remain aligned to the strategic plan. Make recommendations to the Board for approval.
- Ensure compliance with all statutory, legal and policy responsibilities, including appropriate ESFA reporting, adherence to public duties regarding Value for Money and, requirements under the Academy Trust Handbook.
- Review the Strategic Plan ensuring that actions are in place and remain on track to deliver the Trust's objectives.
- Ensure Building Development Plans are established and fully costed and, a statement of priorities is prepared, reviewed and submitted to the Board for approval.

Risk Management and Internal Control

Purpose: to keep under review the effectiveness of the Trust's governance, risk management and internal control arrangements. Specifically:

- Monitor the Risk Register, ensuring that all key risks to achievement of the Trust's Strategic objectives are identified and appropriate actions are taken where necessary to mitigate or reduce risk exposures.
- Report to the board on the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks.
- Keep under review the adequacy and effectiveness of the Trusts governance processes, ensuring compliance with regulatory frameworks as set out in the Academy Trust Handbook.

- Oversee, approve and monitor the Trusts programme of internal scrutiny, specifically:
 - Agree the scope of internal scrutiny with the independent auditors each year, ensuring key risk areas are covered.
 - Review the findings contained within the independent auditor’s report and ensure appropriate and timely actions are taken by Trust Management in response.
 - Periodically review the performance of the independent auditors and make recommendations to the Board on re-appointment or replacement.
- Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations, ensuring that appropriate actions are taken where necessary to mitigate or reduce any risk exposures.
- Ensure that all Academies premises are inspected during the school year, giving attention to all factors relating to premises, health and safety in the school, monitoring compliance with the Academies’ Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.
- Ensure that all Academies undertake appropriate and relevant statutory testing.
- Ensure that all Trust policies are reviewed and updated on an annual basis, including:
 - Accounting Policies
 - Handling allegations from whistle-blowers
 - Handling allegations of fraud, bribery and corruption
 - Ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- Receive reports on the outcome of investigations of suspected or alleged impropriety.
- Ensure there is adequate provision for Health and Safety training.

Annual calendar and meeting agenda for Finance, Audit & Risk committee

Finance, Audit & Risk committee	AUTUMN TERM		SPRING TERM		SUMMER TERM	
Apologies	✓	✓	✓	✓	✓	✓
Declaration of Interests	✓	✓	✓	✓	✓	✓
Confidentiality of Information	✓	✓	✓	✓	✓	✓
Committee Organisation	✓					
Minutes of Previous Meeting	✓	✓	✓	✓	✓	✓
Receive Management Information		✓		✓		✓
Review Risk Register	✓	✓	✓	✓	✓	✓
Monitor progression of the strategic plan		✓		✓		✓
Scope out Internal Audit annual plan	✓					
Review Internal Audit reports and recommendations		✓		✓		✓
Consider Internal Auditor effectiveness				✓		
Recommend approval to the Board of the Trusts Annual Audited Financial Statements.		✓				
Recommend approval to the Board of the Going Concern Assumption		✓				
Review the external auditor's engagement letter		✓				
Review the auditor's findings and actions taken by the trust's managers in response to those findings		✓				
Receive and consider Management Information regarding the financial performance of the Trust		✓		✓		✓
Agree H&S priorities for new academic year and agree monitoring activities to evaluate progress	✓					
Receive and review the building development plan	✓	✓	✓	✓	✓	✓
Receive report on Health & Safety matters		✓	✓	✓	✓	✓
Receive/review/approve any Trust financial policies in line with the policy register	As appropriate					
Receive any matters arising from the Trust Board	As appropriate					
Receive Reports on Investigations/Allegations	As appropriate					

5.3 Curriculum and Standards committee: to be reviewed annually

Membership: 3 Directors

In attendance: Director for School Improvement and relevant key staff

Composition of the Committee

- The Curriculum & Standards Committee is a sub-committee of the Hales Valley Trust Board. All members of the Committee shall be Trustees and shall be appointed by the Trust Board.
- Members of the Senior Leadership Team will be asked to join meetings as necessary to provide additional expertise and knowledge.
- As a minimum, a quorum will comprise at least 2 members.

Meetings

Minimum every term or as often as required. The committee must achieve at least 70% attendance. In the event an individual director attendance falls below this, their ability to effectively discharge their duties will be reviewed with them by the Chair.

Roles

The role of the committee is, on behalf of the Trust Board, to ensure the highest standards of teaching and learning are implemented effectively across the Trust.

The Curriculum and Standards Committee is expected to monitor closely the educational performance and standards at each school, with the aim of identifying good practice to be shared, poor performance to be addressed and where direct intervention in a school is needed in order to secure rapid and significant improvements in pupils' outcomes.

The work of the Committee must reflect a good understanding of education performance and standards requirements and targets that apply to the Trust in line with the agreed KPIs.

The Committee is required to determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities in relation to its educational outcomes, and to determine the extent to which the Trust's targets for pupils' educational outcomes are achieved.

Delegated responsibilities:

School Improvement

- Considering the aims and priorities for raising standards of achievement in each of the Schools' strategic improvement plans.
- Considering and evaluating performance of each school against KPIs set by the Trust Board (in consultation with the Headteacher)
- Holding each school's leadership to account for academic performance, quality of care and quality of provision.
- Receiving reports from the Director for School Improvement (and CEO where necessary) on the quality of teaching and learning and making recommendations to the Trust Board.
- Considering and evaluating the effective use of the Pupil Premium funding and

Sports Premium funding at each school.

- Commenting and advising on the self-evaluation process and the areas for improvement regarding outcomes and success criteria.
- To consider recommendations from external reviews of the school (e.g. Ofsted or local peer reviews), agree actions as a result of reviews and evaluate regularly the implementation of the plan.
- Working on behalf of the Trust Board to ensure each school fulfils its commitment to quality and targeted training for all staff, in line with school and Trust priorities, in order to improve pupil outcomes

Curriculum

- Considering and determining all curriculum issues, including reviewing each school's written statement of their curriculum policy and plans, ensuring that national curriculum requirements are met
- Reviewing pupil attendance, exclusions, punctuality and disciplinary matters for each school.
- Ensuring that the legal requirements for children with special needs are met and that they are given support for learning.
- Ensuring that each school fulfils its legal requirement to publish information about their school's performance and curriculum.
- Ensuring that the curriculum is well supported by robust IT provision

Policies

- Receiving and considering revisions to policies which relate directly to the work of this Committee including but not limited to:
 - Attendance – autumn term
 - Relationships, health, sex education (RHSE) – autumn term
 - Early Years Foundation Stage (EYFS) – autumn term
 - Early Career Teachers (ECT) – autumn term
 - Trust Behaviour Statement– autumn term
 - Online safety– autumn term
 - School Pupil premium Statement– spring term
 - Curriculum – spring term
 - Special educational needs – summer term
 - Accessibility Policy – summer term

Stakeholder engagement

- Promoting partnership working between parents / carers and the schools to promote high standards of attendance, behaviour and learning by pupils.
- Ensuring that such feedback is used to support the development of best practice and to promote the quality of the overall pupil experience.

Annual calendar and meeting agenda for Curriculum & Standards committee

Curriculum & Standards committee	AUTUMN TERM	SPRING TERM	SUMMER TERM
Apologies	✓	✓	✓
Declaration of Interests	✓	✓	✓
Confidentiality of Information	✓	✓	✓
Committee Organisation: election of Chair/Vice Chair	✓		
Review Governing Body Arrangements to include Scheme of Delegation and Terms of Reference	✓		
Annual review of performance Skills Audit and training needs analysis	✓		
Training needs	✓	✓	✓
Minutes of Previous Meeting	✓	✓	✓
Trust/School Performance: <ul style="list-style-type: none"> Review Trust's KPIs from end of year Set new Trust KPIs dependant on end of year data 	✓		
Trust/School Performance: <ul style="list-style-type: none"> Review progress towards Trust KPIs reading, writings, maths, phonics, GLD Review each school's improvement plan Self-evaluation forms for each school Recovery premium for each school Pupil premium impact evaluation and planned spend Trust CPD 	✓	✓	✓
Policies: to receive/review/approve any Trust policies in line with the policy register <ul style="list-style-type: none"> Attendance – autumn term Relationships, health, sex education (RHSE) – autumn term Early Years Foundation Stage (EYFS) – autumn term Early Career Teachers (ECT) – autumn term Trust Behaviour Statement– autumn term Online safety– autumn term School Pupil premium Statement– spring term Curriculum – spring term Special educational needs – summer term Accessibility Policy – summer term 	✓	✓	✓
Receive any matters arising from the Trust Board	✓	✓	✓
To sign off on any delegated tasks	✓	✓	✓

5.4 Terms of Reference for Local Governing Committee (LGC)

Purpose of the LGC

The EAG will be responsible for ensuring that the school is meeting the statutory obligations regarding all aspects of the curriculum and for overseeing pupil attainment throughout the school.

The LGC will support and challenge the school in a way that ensures improvement and promotes high standards of educational achievement.

Membership

- Head Teacher of the school
- At least two parent members
- Up to four persons appointed by the Board, including the CEO/DSI
- Trust Associate governor: a senior leader from one of the other schools in the Trust
- As a minimum, a quorum will comprise 50%

Meetings

Minimum at least termly, twice in the autumn term. The LGC must achieve at least 75% attendance. In the event an individual governor's attendance falls below this, their ability to effectively discharge their duties as a governor will be reviewed with them by the Chair of the Local Governing Committee.

Constitution, Terms of Office and Proceedings

- Members of the LGC will hold office for the period that the LGC is in existence, although individual members may resign at any time.
- The Trust may appoint additional members of the LGC at any time and may remove existing members for reasons of incapacity or misbehaviour.
- The Chair of the LGC shall be appointed by the Trust. The Trust may remove or replace the Chair for reasons of incapacity or misbehaviour.
- The LGC will meet at least termly to ensure the pace of improvement is maintained and to monitor improvement.
- The agenda for LGC meetings will be determined by the CEO/Headteacher of the LGC in the first instance, at least 7 days before the meeting. This will then be circulated to other members for additional items to be considered for the agenda.
- LGC members will commit to attending all meetings, unless due to personal circumstances – in which case the Clerk will be informed in advance of the meeting;
- All LGC members and the Headteacher, unless the Headteacher is being discussed, may attend meetings of the LGC and its committees although non-members will not have voting rights.
- Other individuals and observers may only attend with agreement of the LGC.
- Where confidential matters are being discussed it will be for the LGC to determine if non-members can be present;
- The decision-making processes of the LGC will be open and transparent, and in partnership in the best interests of the school and its progress towards addressing the key issues for the school. In the event of a split decision, the Chair of the LGC will have the casting vote.

Skills & Knowledge required:

- A knowledge of primary assessment practice
- Ability to understand and interpret data
- A knowledge of the primary curriculum

Expectations:

- As soon as possible after appointment, undertake new governor induction sessions
- Undertake annual update training operated by the Trust covering the following
- Make an active contribution to Local Governing Committee meetings, which take place during the school day.
- Make at least 3 visits to the school during teaching time each year to meet pupils and staff and gain direct experience of specific aspects of the Academy agreed with the Chair and the Headteacher. Talk with parents during the visit wherever possible.
- Aim to remain current with the national agenda on education, including reading relevant update literature issued by the Trust and/or DFE.
- Read and remain aware of the requirements and obligations under Academy policies, comply with relevant obligations and ensure regular review to ensure practice reflects policy.
- Take a proactive role in the self-evaluation of the Governing Board effectiveness as required by the Board of Directors.
- Contribute to an annual review of board effectiveness and a full external review of governance every 3 years.
- Seek further support where necessary.

School Improvement

- Contribute towards the development of the School Improvement Plan and monitor and review its implementation on a regular basis
- Contribute towards School Self-Evaluation
- Monitoring quality, safeguarding, and promoting community engagement

Standards

- Receive reports from the Headteacher and staff on curriculum progress and development
- Monitor and receive reports on the school's standards achieved by pupils
- Accept and respond to feedback from parents, pupils and staff, expressing their views and ideas about the school
- Organise questionnaires to ascertain parental views of the school's performance and respond to any points made
- Visit school during the school day to see good practice alongside the Headteacher/SLT
- Look at findings of reviews made by advisers and Ofsted inspectors and oversee the development of post-Ofsted action plans.
- Have an understanding of the target setting process and agree targets with the SLT for referral to the Board.

- Receive reports from the Headteacher in relation to pupil progress data including all 'groups' (pupil premium, EAL, SEN etc.), the school's SEF and the Ofsted data dashboard for governors;
- Quality assurance including: impact of strategies to improve pupil outcomes e.g. pupil premium funding; strengths and weaknesses of teaching; capacity of leadership and management; impact of teaching and leadership and management on learning and progress in different subjects and groups (year groups, EAL, SEN, etc.);
- Monitor the range of staff and governor CPD and its impact upon standards and progress across the schools

Teaching & Learning

- Receive reports from the Headteacher on the quality of teaching and learning in the school
- Receive curriculum progress reports from the Headteacher and others, including an analysis of the assessment information and testing in order to monitor, review and evaluate the standards of achievement, seek to make continuing improvements and inform in-house target setting
- Contribute, in collaboration with the Headteacher and staff, to establishing, monitoring and evaluating sections of the School Improvement Plan relating to teaching, learning, curriculum and quality of provision.
- Enhance awareness of classroom practice by visiting the school to observe day-to-day practices and ethos of the school, and produce brief written reports back to the LGC as appropriate.
- Support school through attendance at events such as parents evening and curriculum workshops for parents

Curriculum

- Monitor assessments and testing arrangements
- Ensure that the whole school curriculum is: broad and balanced; relevant to the needs of all children; provides continuity and progression; adequately resourced
- Consider curricular issues which have financial implications for the Board and to make recommendations
- Encourage the Headteacher and staff to provide a wide range of educational experiences for the pupils, in and out of school, especially considering the use of the local and wider community
- Advise on curriculum issues, relationships, health & sex education provision, R.E. and Collective Worship
- Foster good relationships between the school and the local community and to be proactive in developing such links
- Oversee arrangements for individual governors to take a leading role in specific areas of provision, e.g. SEND and Curriculum.

Pupil Welfare

- To have an oversight of the safeguarding practices across school, ensuring compliance with key requirements
- Accept and respond to feedback from pupils expressing their views and ideas about the school
- Receive/approve all policies which relate to pupil welfare such as SEND, Safeguarding, PSHE
- Receive and approve reports from governors with designated responsibility for Pupil Premium, Looked After Children, SEND and Safeguarding

- Ensure that the school meets the statutory requirements relating to equality legislation (race, disability, gender etc.)
- Monitor pupil attendance and set targets as necessary
- Monitor pupil discipline and behaviour
- Monitor attendance, behaviour and exclusions

The Role of the Headteacher

- The Headteacher will be responsible for the internal organisation, the leadership and management and control of the school
- The Headteacher will provide the LGC with regular information on the performance of all aspects of the school and will comply with any reasonable request from the LGC for information. The LGC may request any member of the SLT to attend its meetings to provide information on the performance of any aspect of the school for which they are responsible.
- The Headteacher will present a report to the LGC on progress against each of the key issues, and including a financial update report, and any staffing/HR issues. The report will also include relevant data and pupil tracking information, and including behaviour and attendance data.

Annual Agenda Planner for local governing committees	AUTUMN TERM	AUTUMN TERM	SPRING TERM	SUMMER TERM
Apologies	✓	✓	✓	✓
Declaration of Interests	✓	✓	✓	✓
Confidentiality of Information	✓	✓	✓	✓
Committee Organisation: <ul style="list-style-type: none"> ○ Election of Chair/Vice Chair ○ Appointment of governors with responsibilities for SEND, Safeguarding and Pupil premium/sports premium, curriculum 	✓			
Review Governing Body Arrangements to include Scheme of Delegation and Terms of Reference	✓			
Annual review of performance Skills Audit and training needs analysis	✓			
Identify training needs		✓		✓
Minutes of Previous Meeting	✓	✓	✓	✓
School improvement: <ul style="list-style-type: none"> ○ review SIP priorities from previous year review end of academic year performance data: EYFS, Y1 Phonics, Y2, Y6 and Y1, Y3, Y4 & Y5 ○ Receive KPIs for new academic year 	✓			
School improvement: agree SIP priorities for current year, agree monitoring activities to evaluate progress	✓			
School improvement: review school self-evaluation	✓			
Receive headteacher's report: <ul style="list-style-type: none"> ○ Attainment & progress update based on KPIs ○ Quality of teaching and learning ○ Staffing ○ Safeguarding report ○ Attendance & exclusions ○ Progress on SIP ○ Governor monitoring visits 	✓	✓	✓	✓
School improvement: school led focus	✓	✓	✓	✓
School improvement: review spend and impact of Pupil Premium funding and Sports Premium funding	✓	✓	✓	✓
Update on building works and finance issues	✓	✓	✓	✓
Receive minutes of Finance, Audit and Risk and Curriculum & Standards meetings	✓	✓	✓	✓
To sign off on any delegated tasks	✓	✓	✓	✓
Receive/review/approve any policies in line with the policy register	As appropriate			
Receive any matters arising from the Trust Board	As appropriate			

5.5 Remuneration Committee:

Membership: 3 Directors

In attendance

Chief Executive Officer

Meetings

Minimum annually or as often as required. The committee must achieve at least 75% attendance. In the event an individual director attendance falls below this, their ability to effectively discharge their duties will be reviewed with them by the Chair.

Roles & Responsibilities

- To review, update and implement the Academy Pay Policy with appropriate consultation as required
- To work with the CEO to ensure that the appraisal process for all Headteachers and teaching staff is implemented effectively
- To ensure the effective appraisal of the Headteacher and teaching staff is carried out in accordance with current regulations and appraisal policy
- To carry out appraisal of the CEO
- To determine the salaries of all Headteachers and teaching staff employed at the Academy in accordance with statutory and contractual obligations, including annual pay awards
- To notify, in writing, teaching staff of their annual performance related pay review, which will be effective from 1st September each year
- To receive the annual report from the CEO on appraisal arrangements and outcomes
- To clearly minute the rationale for all decisions and report these to the full Trust

5.6 Staffing Committee

The committee has responsibility delegated by the Trust board for hearing:	
<ul style="list-style-type: none"> • Staff grievance and discipline (in line with Trust policies) • Staff dismissal, redundancy and redeployment • Staff capability/management of absence 	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the member of staff • Minimum of three members required 	
Chair of Committee	To be elected at each meeting

5.7 Pupil Discipline & Complaints Committee

The committee has responsibility delegated by the Trust board for:	
<ul style="list-style-type: none"> • Review the use of exclusions within school, including exclusions of more than 15 school days and exclusions which would result in a pupil missing the opportunity to take a public exam. • Receive and consider any representations lodged by parents of pupils who have been excluded for a fixed term or permanently. • Comply with exclusion procedures in accordance with the LA & DfE Guidance. • At the relevant stage hear any complaint made under the Trust Complaints Procedure. • Any item referred by the Board of Directors 	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents, pupils and complainant. • Minimum of three members required 	
Chair of Committee	To be elected at each meeting

5.8 Appeals Committee

The committee has responsibility delegated by the Trust board for hearing appeals (in line with Trust policies) with regard to:	
<ul style="list-style-type: none">• Pay• Redundancy• Staff grievance• Leave of absence – if appropriate• Staff dismissal• Flexible working• Any Item referred by the Board of Directors	
<i>When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision.</i>	
Membership	
<ul style="list-style-type: none">• To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents, pupils and complainant.• <i>Minimum of three members required</i>	
Chair of Committee	To be elected at each meeting

6. Code of Conduct for Governors

The Headteacher is responsible for the day to day management of the school, the implementation of policy and the operation of the curriculum. Governors have a responsibility for determining, monitoring and keeping under review, the policies, plans and procedures within which the school operates.

- The main aim of the school is to raise the educational achievement of all its pupils.
- The governing body will contribute most effectively to this aim by focusing on its three roles:
 - To provide a strategic view of where the school is heading
 - To hold the school to account for the educational standards it achieves and the quality of the education it provides
 - To ensure that the school makes the best possible use of available funding
- All governors have equal status. Although governors are appointed and elected by different groups, their central concern is the welfare of the school as a whole.
- Governors have a general duty to act fairly and without prejudice at all times.
- In so far as they have, or share, responsibility for the employment of staff, governors should fulfil all reasonable expectations of a good employer.
- Governors should consider carefully how their own decision might affect other schools.
- Governors should encourage open government and should be seen to do so.
- Governors do not act alone but as members of a corporate team. Individual governors have power only when it is designated specifically to them by the whole governing body.

Commitment

- As a Trust, we acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Trust and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings, including day time meetings for EAGs/LGCs, and where we cannot attend explain in advance in full why we are unable to.
- We will get to know the school well and respond to opportunities to involve ourselves in school and Trust activities.
- Our visits to school will be arranged in advance with the staff and undertaken within the framework established by the governing board and agreed with the Headteacher.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We are committed to actively supporting and challenging the Headteacher and executive leaders.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors and members of school staff.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Headteacher, staff and parents, the local authority and other relevant agencies and the community.

Confidentiality

- Governors must observe complete confidentiality when asked to do so by the Trust, especially in relation to matters concerning individual staff, pupils or parents, both inside and outside school.
- Although decisions reached at governors' meetings are normally made public through the minutes, the discussions on which decisions are based should be regarded as confidential.
- Governors should exercise the highest degree of prudence when discussion of potentially contentious issues arises.

Conduct

- Governors should express their views openly within meetings but accept collective responsibility for all decisions.
- Governors should only speak or act on behalf of the Trust when they have been specifically asked to do so.
- All visits to school should be undertaken within a framework which has been established by the Trust and agreed with the Headteacher.
- In responding to criticism or complaints relating to the school, governors should refer to the Trust's 'Complaints Policy' for the correct procedure to be followed and advise the complainant accordingly.
- Governors have a responsibility to maintain and develop the ethos and reputation of the school and Trust. Their actions within the school community should reflect this.
- Any pecuniary interest that a governor may have in connection with the Trust's business must be recorded in the register of pecuniary interests. This should set out the relevant business interests of governors and details of any other educational establishments they govern. The register should also set out any relationships between the governor and members of the school staff including spouses, partners and relatives. This information will be published on the school's website. Any governor failing to reveal information to enable the governing board to fulfil their responsibilities may be in breach of the code of conduct and as a result be bringing the governing board into disrepute. In such cases the governing board should consider suspending the governor.
- Where an interest is declared, the governor must be prepared to leave the meeting while the item is under discussion if requested to do so.

Training and Development

Governor training and development is extremely important. It benefits the school and individual governors, and can help to develop effective teamwork. Governors should be willing to undertake induction training along with whatever training and development activity is needed to fill any gaps in the skills they have in order to contribute to effective governance. An experienced governor may act as a mentor to new governors and provide support and a listening ear for all aspects of the work of the governing body. Governors should be prepared to act as mentors, as required.

Meetings

- Individual governors do not have any authority in school. It is the collective decisions of all the governors together that carry authority. The activities that governors undertake outside meetings can be seen as preparation for the times when the LGC/EAG 'goes live' - in a meeting.
- It follows that if the LGC/EAG is to carry out its functions well, its meetings are crucial. Below is a suggested 'Meetings Charter'. If the Chair, the Head, the Clerk and all the governors subscribe to, and implement, the charter, the governing board will be giving itself the best chance of reaching informed, collective decisions.

Meetings Charter - as a Hales Valley Trust Governor I expect:

- *people to attend regularly and be punctual;*
- *an agenda and relevant documents to reach me at least seven days before the meeting;*
- *an agenda that makes clear the purpose of each item;*
- *a Chair who keeps to the agenda, paces the meeting so that time is given to each matter in proportion to its importance, draws on all members for contributions and keeps discussions to the point;*
- *my contribution to be heard and others to contribute to the discussion;*
- *the decision-making process to be quite clear;*
- *governors to work together and not to be stubbornly partisan;*
- *governors to take collective responsibility for decisions;*
- *minutes that summarise views succinctly, record decisions accurately and are made available, in draft form, soon after each meeting.*

Others can expect me to:

- *attend regularly and be punctual;*
- *read the agenda, minutes and other papers before the meeting and note items I want to say something about;*
- *bring my papers to the meeting;*
- *make relevant and positive contributions;*
- *listen to and consider what other people want to say;*
- *accept my share of collective responsibility, even for those decisions that I do not personally agree with.*

Visiting the school

- Governors do not have an automatic right to enter the school. However, they do need to have the opportunity to arrange visits to the school in order to see governors' policies in action and to understand how the school works.
- All governors should visit the school, following the Trusts policy on governor visits.
- The visits should be agreed in advance with the Headteacher. Too many visits can be disruptive to pupils' learning. The date and timing of a visit should be arranged in advance with the Headteacher and other staff involved.
- Visits should have a clear focus, linked to a school policy, a curriculum area or an aspect of the school improvement plan.
- If a governor is going to spend time in a classroom, this should be discussed with the class teacher so that both are clear how long the governor is coming for, what they are going to look at and what they are going to do.
- Governors should understand that their visits do not replace professional inspections or the monitoring role of the Headteacher. Governors should not make judgements about the effectiveness of the teaching that they see.
- If governors are concerned about any aspects of what they have seen this should be passed to the Headteacher.
- After the visit, the governor should report back, either orally or in writing to the governing board. How this is to be done is made clear in the proforma supplied for governor visits and within the Induction Policy for New Governors. If a written report is to be produced, it is sensible to discuss it with the Headteacher before publication.

7. Nolan Principles of Public Life

The Committee on Standards in Public Life (Nolan Committee) has set out seven principles of public life which it believes should apply to all in public service. As a Trust, we are committed to ensuring that our corporate governance reflects these seven principles:

1) 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 benefits for themselves, their family or their friends.

2) 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.

3) 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.

4) 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.

5) 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.

6) 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.

7) Leadership:

Holders of public office should promote and support these principles by leadership and example.

8. The role of Hales Valley Trust Members

The Members of our 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 Members do not have any specific duties imposed on them by the Companies Act 2006 (the **Act**) but they are asked to provide a 'guarantee' such that if the Academy Trust were to be wound up and the assets did not meet all of its liabilities, they would be asked to contribute £10.

Members' business is conducted at Members' meetings (which are 'General Meetings'), or by written resolution. Typically, our Members will only meet once a year at the Annual General Meeting (**AGM**), however, our Articles of Association do not require the Trust to hold an AGM.

Members' statutory rights:

1. The right to remove Trustees

The Members have the power to remove a Trustee (by means of an ordinary resolution, i.e. a majority vote) before the expiration of his or her term of office.

The Act contains a very detailed procedure that must be adhered to and the Trust will take legal advice before invoking this procedure.

2. The right to amend the Articles

The Members have the power to amend the Articles (by means of a special resolution, i.e. a 75% majority vote) subject to any consents required by third parties. For example, if amendments are proposed to the Trust's charitable purposes, it is likely that the consent of the Charity Commission will be required and the Secretary of State for Education (via the Education Funding Agency (EFA)) would need to consent to either changes relating to the appointment and resignation/removal of Members and Trustees or all changes depending on the version of the Articles that the Trust has in place.

It is also not possible for amendments to be made to the Articles which would cause the Trust to cease being a charity.

3. The right to receive the annual accounts

It is a right for the Members to receive, and not to approve, the annual accounts. It is for the Trustees of the Trust to approve the annual accounts once prepared.

The Trust's financial year end is 31 August and the accounts must be filed with Companies House by 31 May the following year. It is this date (31 May) by which the Members must receive the annual accounts although they may, of course, receive them earlier.

4. The right to appoint the auditors

In each financial year, there is a 'period of appointing auditors' which is a 28-day period which starts to run from the date on which the audited accounts for the last financial year were circulated to the Members.

During this period, the Members may appoint or re-appoint an auditor. If this doesn't happen, the current auditor remains in office until the Members pass a resolution to re-appoint or remove them.

Members' rights under the Articles:

1. The appointment of Trustees

It is likely that the Articles provide that the Members may appoint up to a specified number of Trustees through such process as they determine. We would expect that such appointments would take place either at a meeting of the Members or by written resolution.

2. The appointment and removal of Members

The Articles will provide that the Members may either pass a special resolution in writing (i.e. a 75% majority vote) or a written unanimous resolution to appoint additional Members and to remove any such additional Members, provided that such appointment or removal is in the best interests of the Academy Trust.

The Members may also be able to agree to remove any Member who was a signatory to the Memorandum (save that the agreement of the Member concerned is not required) and provided that such removal is in the best interests of the Academy Trust.

The Academies Handbook

The Handbook issued by the ESFA 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 a minimum of three Members, although DfE encourages Academy 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).
 - Structures in which Members are also employees are not considered by DfE to be an effective model of governance for an Academy Trust and this is therefore prohibited under the latest model DfE Articles.

Administration

- The Academies Handbook requires the appointment of any new Member to be notified to the ESFA (via GIAS) within 14 days of the appointment.
- The appointment and resignation / removal of Members does not need to be notified to Companies House.
- The Trust's statutory books / registers should include a register of Members which should be kept up-to-date particularly on appointment and removal / resignation.

MEMBERS – ANNUAL GENERAL MEETING

Annual General Meeting Agenda	SPRING TERM	As necessary
Apologies	✓	✓
Declaration of Interests	✓	✓
Confidentiality of Information	✓	✓
Notification/approval of any changes to Members or Trustees	✓	
Minutes of Previous Meeting	✓	
Trust Performance: receive report from CEO including overview of Trust performance against strategic objectives	✓	
Receive Trustees' Annual Report and financial statements for the period ending August 31 st 2021	✓	
Receive auditors report	✓	

9. Annual Agenda Planner for Board and Committee Meetings

Annual Agenda Planner: Board of Director's Meetings	AUTUMN TERM		SPRING TERM		SUMMER TERM	
Apologies	✓	✓	✓	✓	✓	✓
Declaration of Interests	✓	✓	✓	✓	✓	✓
Confidentiality of Information	✓	✓	✓	✓	✓	✓
Committee Organisation: <ul style="list-style-type: none"> ○ Election of Chair/Vice Chair ○ Appointment of committee Directors and Directors responsibilities for SEND, Safeguarding and School Improvement 	✓					
Review Governing Body Arrangements to include Scheme of Delegation and Terms of Reference	✓					
Annual review of performance Skills Audit and training needs analysis	✓					
Training needs		✓		✓		✓
Minutes of Previous Meeting	✓	✓	✓	✓	✓	✓
Review Trust's strategic objectives	✓					
Monitor progression of the strategic plan		✓		✓		✓
Trust Performance Receive report from CEO and Director of School Improvement	✓	✓	✓	✓	✓	✓
Trust Performance Receive report from COO	✓	✓	✓	✓	✓	✓
Trust Performance Receive report from CFO	✓	✓	✓	✓	✓	✓
Receive minutes of relevant LGC, Finance, Audit and Risk and Curriculum & Standards meetings	✓	✓	✓	✓	✓	✓
Approve Trust Annual Audited Financial Statements.		✓				
Review Risk Register		✓		✓		✓
To sign off teacher appraisal and appraisal and pay review of CEO		✓				
To sign off on any delegated tasks	✓	✓	✓	✓	✓	✓
Receive/review/approve any Trust policies in line with the policy register	As appropriate					
Receive any matters arising from the Trust Board	As appropriate					
Receive Reports on Investigations/Allegations	As appropriate					

Annual Agenda Planner: Finance, Audit & Risk committee	AUTUMN TERM		SPRING TERM		SUMMER TERM	
Apologies	✓	✓	✓	✓	✓	✓
Declaration of Interests	✓	✓	✓	✓	✓	✓
Confidentiality of Information	✓	✓	✓	✓	✓	✓
Committee Organisation	✓					
Minutes of Previous Meeting	✓	✓	✓	✓	✓	✓
Receive Management Information		✓		✓		✓
Review Risk Register	✓		✓		✓	
Monitor progression of the strategic plan		✓		✓		✓
Scope out Internal Audit annual plan	✓					
Review Internal Audit reports and recommendations		✓		✓		✓
Consider Internal Auditor effectiveness				✓		
Recommend approval to the Board of the Trusts Annual Audited Financial Statements.		✓				
Recommend approval to the Board of the Going Concern Assumption		✓				
Review the external auditor's engagement letter		✓				
Review the auditor's findings and actions taken by the trust's managers in response to those findings		✓				
Receive and consider Management Information regarding the financial performance of the Trust		✓		✓		✓
Agree H&S priorities for new academic year and agree monitoring activities to evaluate progress	✓					
Receive and review the building development plan	✓	✓	✓	✓	✓	✓
Receive report on Health & Safety matters		✓	✓	✓	✓	✓
Receive/review/approve any Trust financial policies in line with the policy register	As appropriate					
Receive any matters arising from the Trust Board	As appropriate					
Receive Reports on Investigations/Allegations	As appropriate					

Annual Agenda Planner for local governing committees	AUTUMN TERM	AUTUMN TERM	SPRING TERM	SUMMER TERM
Apologies	✓	✓	✓	✓
Declaration of Interests	✓	✓	✓	✓
Confidentiality of Information	✓	✓	✓	✓
Committee Organisation: <ul style="list-style-type: none"> ○ Election of Chair/Vice Chair ○ Appointment of governors with responsibilities for SEND, Safeguarding and Pupil premium/sports premium, curriculum 	✓			
Review Governing Body Arrangements to include Scheme of Delegation and Terms of Reference	✓			
Annual review of performance Skills Audit and training needs analysis	✓			
Identify training needs		✓		✓
Minutes of Previous Meeting	✓	✓	✓	✓
School improvement: <ul style="list-style-type: none"> ○ review SIP priorities from previous year review end of academic year performance data: EYFS, Y1 Phonics, Y2, Y6 and Y1, Y3, Y4 & Y5 ○ Receive KPIs for new academic year 	✓			
School improvement: agree SIP priorities for current year, agree monitoring activities to evaluate progress	✓			
School improvement: review school self-evaluation	✓			
Receive headteacher's report: <ul style="list-style-type: none"> ○ Attainment & progress update based on KPIs ○ Quality of teaching and learning ○ Staffing ○ Safeguarding report ○ Attendance & exclusions ○ Progress on SIP ○ Governor monitoring visits 	✓	✓	✓	✓
School improvement: school led focus	✓	✓	✓	✓
School improvement: review spend and impact of Pupil Premium funding and Sports Premium funding	✓	✓	✓	✓
Update on building works and finance issues	✓	✓	✓	✓
Receive minutes of Finance, Audit and Risk and Curriculum & Standards meetings	✓	✓	✓	✓
To sign off on any delegated tasks	✓	✓	✓	✓
Receive/review/approve any policies in line with the policy register	As appropriate			
Receive any matters arising from the Trust Board	As appropriate			

Annual Agenda Planner Curriculum & Standards committee	AUTUMN TERM	SPRING TERM	SUMMER TERM
Apologies	✓	✓	✓
Declaration of Interests	✓	✓	✓
Confidentiality of Information	✓	✓	✓
Committee Organisation: election of Chair/Vice Chair	✓		
Review Governing Body Arrangements to include Scheme of Delegation and Terms of Reference	✓		
Annual review of performance Skills Audit and training needs analysis	✓		
Training needs	✓	✓	✓
Minutes of Previous Meeting	✓	✓	✓
Trust/School Performance: <ul style="list-style-type: none"> Review Trust's KPIs from end of year Set new Trust KPIs dependant on end of year data 	✓		
Trust/School Performance: <ul style="list-style-type: none"> Review progress towards Trust KPIs reading, writings, maths, phonics, GLD Review each school's improvement plan Self-evaluation forms for each school Recovery premium for each school Pupil premium impact evaluation and planned spend Trust CPD 	✓	✓	✓
Policies: to receive/review/approve any Trust policies in line with the policy register <ul style="list-style-type: none"> Special educational needs Curriculum Attendance Equality Relationships, health, sex education RHSE Pupil Premium 	✓	✓	✓
Receive any matters arising from the Trust Board	✓	✓	✓
To sign off on any delegated tasks	✓	✓	✓

Members – annual general meeting	SPRING TERM	As necessary
Apologies	✓	✓
Declaration of Interests	✓	✓
Confidentiality of Information	✓	✓
Notification/approval of any changes to Members or Trustees	✓	
Minutes of Previous Meeting	✓	
Trust Performance: receive report from CEO including overview of Trust performance against strategic objectives	✓	
Receive Trustees' Annual Report and financial statements for the period ending August 31 st 2021	✓	
Receive auditors report	✓	