



Hales Valley Trust
Governance Arrangements
2023/2024

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 2019
September 2020	J Mackinney	CEO	Autumn 2020
September 2021	J Mackinney Central Executive Team	CEO	Autumn 2021
September 2022 Reviewed Jan 2023	R Cox Central Executive Team	CEO	Autumn 2022
September 2023	R Cox Central Executive Team	CEO	Autumn 2023
February 2024	R Cox	CEO	Spring 2024

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Introduction

Effective governance provides strategic direction and control to schools, academies and Multi-Academy Trusts (MATs). It creates robust accountability, oversight and assurance for their educational and financial performance and is ambitious for all children and young people to achieve the very best outcomes.

The DfE released a competencies framework which sets out the competencies needed for effective governance. It is non statutory guidance and should be read alongside the Governance Handbook, particularly the section explaining the key features of effective governance. As an Academy Trust we also refer to the Academies Financial Handbook.

The framework we have used is applicable at any scale or complexity of the organisation it is governing. Which helps us to ensure we have a governance structure which is scalable when we increase our number of schools. We have considered which knowledge and skill areas outlined in the framework are most important for our context.

The framework *does not* aim to apply specifically to the Members of academy trusts. Members are not directly involved in governance, which is the responsibility of the board of trustees. However, as they appoint trustees and oversee the success of the board of trustees they have appointed, members will want to understand the skills, behaviours and knowledge trustees need to be effective.



This document clearly sets out the knowledge and skills required for effective governance. It is organised into each committee established by the board.

Principles and personal attributes

The principles and personal attributes that individuals bring to the board are as important as their skills and knowledge. These qualities enable board members to use their skills and knowledge to function well as part of a team and make an active contribution to effective governance.

All those elected, or appointed, to the board should fulfil their duties in line with the seven principles of public life, the Nolan principles (pg. 38). They should also be mindful of their responsibilities under equality legislation, recognising and encouraging diversity and inclusion. They should understand the impact of effective governance on the quality of education and on outcomes for all children and young people. In addition, all those involved in governance should be:

Committed - Devoting the required time and energy to the role and ambitious to achieve best possible outcomes for young people. Prepared to give time, skills and knowledge to developing themselves and others in order to create highly effective governance.

Confident - Of an independent mind, able to lead and contribute to courageous conversations, to express their opinion and to play an active role on the board.

Curious - Possessing an enquiring mind and an analytical approach and understanding the value of meaningful questioning.

Challenging - Providing appropriate challenge to the status quo, not taking information or data at face value and always driving for improvement.

Collaborative - Prepared to listen to and work in partnership with others and understanding the importance of building strong working relationships within the board and with executive leaders, staff, parents and carers, pupils/students, the local community and employers.

Critical - Understanding the value of critical friendship which enables both challenge and support, and self-reflective, pursuing learning and development opportunities to improve their own and whole board effectiveness.

Creative - Able to challenge conventional wisdom and be open-minded about new approaches to problem-solving; recognising the value of innovation and creative thinking to organisational development and success.

1. Board Membership – 2023/24 Academic Year

Members	End of Office
Derek Bailie	NA
Mark Simpson	NA
Brett Field	NA
Diane Morrison	NA
Heather Hughes	NA
Dominic Edgar	NA
Directors	
Mark Simpson: Chair	September 2024
Gillian Harper: Vice Chair	May 2026
Robert Gregory	September 2024
Rebecca Cox	NA
Sarah Moore	January 2028
Wendy Jackson	February 2028
New Director - Summer 2025	
Finance, Audit & Risk Committee	
Mark Simpson	Chair
Robert Gregory	Vice Chair
Rebecca Cox	
Sarah Moore	
Curriculum & Standards Committee	
Gillian Harper	Chair
Wendy Jackson	Vice Chair
(New Trustee – Summer 2024)	
Mark Simpson	
Anchor Committee	
Gillian Harper	Chair
Rebecca Cox	
Remuneration Committee	

Mark Simpson:	Chair
Robert Gregory	
vacancy	

Hales Valley Advocate Team

Hales Advocates from Lutley
Mark Tyson
Jaynie Berry
Vacancy
Hales Advocates from Hurst Hill
Melissa Downes
Vacancy
Vacancy
Hales Advocates from Lapal
Victoria Hanna
Angela Mander
Sally Cornfield

Hales Advocates from Woodside
Donna Godwin

Hales Advocates – from Priory
Jessica Merritt

Hales Advocates from Withymoor

Hales Advocate Team from Gig-Mill
Hannah Daniels
Chris Hale
Russell Field
Sally Philpotts
Janet West

2. Statutory Responsibilities and Functions

The board, and executive leadership team, anchor the trust’s strategy in the needs of its schools, the communities they serve and the wider educational system in line with its charitable objects. The Accounting Officer, Board of Trustee’s, Trust Leadership team and school leadership teams create a culture of ethical leadership, upholding the Seven Principles of Public Life (page 38).

They ensure the following are carried out:

Strategy

The chair of the board sets and champions a clear strategy for the trust, which aligns with the trust’s charitable objects, covers all pillars of trust quality and, where applicable, sets out its aspirations for growth over time.

The CEO leads the trust executive leadership team to create and implement an effective trust operating model with clarity about the delivery of trust-level and school-level activities, that aligns with the strategy

Together they review progress rigorously to ensure strategic alignment and effective implementation.

Executive Leadership

The chair ensures high-quality executive leadership through appointing its CEO and providing effective support and challenge to the CEO and executive leadership team. The chair maintains sufficient independence from the executive leadership team to allow scrutiny of both their performance and organisational performance overall. The chair sets clear objectives and effectively manages the CEO to ensure high performance. Secures appropriate levels of remuneration for the CEO and executive leadership team.

The CEO leads a high-performing executive leadership team. The CEO also ensures that the executive leadership team acts within the levels of authority delegated by the board.

Together they work in partnership to ensure effective relationships between executive leadership team and members of the board. They ensure the executive leadership team has the expertise needed to fulfil functions delegated by the board, for example secure financial expertise. They support effective succession planning by building a leadership pipeline.

Accountability

The chair holds executive leadership team to account for the effective implementation of the trust strategy and operating plan, including in relation to the use of resources and the drivers of impact.

Assures itself of the integrity of financial information. The board assures itself that there are robust risk controls and risk management systems. Assures itself that there is compliance with regulatory, contractual, and statutory requirements, including safeguarding.

In all of the schools within our Trust, there is 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 committees:

- Main board committees which are established to deal with Trust-wide matters: Finance, Audit & Risk, Curriculum and Standards and Remuneration.
- *When necessary* - Educational Advisory Groups (EAGs) which are established by the board to support the effective operation of the schools who have been graded as Inadequate

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.

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 committees:

- Finance, Audit and Risk
- Curriculum and Standards
- Anchor Committee
- Remuneration
- Staffing
- Pupil Discipline and Complaints
- Appeals

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) but must also have members of the committee who are not 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 Academy Trust Handbook (ATH) <https://www.gov.uk/guidance/academy-trust-handbook> 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 ATH 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.

Educational Advisory Groups

When one of the joining schools is judged to be in inadequate then an Educational Advisory Group (EAG) will be established, in addition to an Anchor Committee.

Membership of this group will involve: Chair of Trustees, CEO, Director of Education, Executive headteacher/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 Trust 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. It is good practice to rotate the chairmanship to enable others to experience being the chair to develop succession skills in other members.

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 Chief Executive Officer/Chair of Board of Trustees shall ensure that a clerk is provided to take minutes at meetings of the Board Committees 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;
- resigns his/her office by notice in writing to the relevant Chair;
- in the case of an Executive Headteacher or headteacher, they cease to be the leader;

Reporting Procedures

Within 14 days of each meeting each committee will:

- produce and agree draft 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 Trustees
Chief Executive Officer
4 other Trustees

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 Trustees.

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: KCSIE, Online safety, Handling Complaints, RSHE, Phonics, Compliance, Due Diligence, SATs, Health and Safety, Data Protection and GDPR, Equality and Diversity. This training is covered on a monthly basis.
- 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.
- Ensure that the Hales Advocate Teams (HATs) are effectively providing them with information to guide their decision making
- 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 – following deadlines set by 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 Academy Accounts Direction (AAD).
- 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 three year (BFR3Y) 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, in order to manage these concerns, the Board 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 Finance, 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
 - To approve the recommendation for pay progression of those on executive contracts underpinned by the Executive Pay Policy

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, decide 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 DFO on the management of assets including premises and their security

Annual calendar and meeting agenda for 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	✓					
Complete the annual Governance statement for 2023/24 for school website						
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 KPIs			✓		✓	
Trust Performance Receive report/update from CEO	✓	✓	✓	✓	✓	✓
Trust Performance Receive report/update Director of Education	✓	U	✓	U	✓	U
Trust Performance Receive report from DFO to include HR and Estates including accident trends	U	✓	U	✓	✓	✓
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					
Key: U = Update no written report						

5.2 Finance, Audit & Risk Committee to be reviewed annually

Membership: 3 Directors

In attendance

Chief Executive Officer

Director Finance and Operations

Meetings

Minimum every half term or as often as required. Each member of the committee must achieve an attendance of at least 5 out of 6 meetings during each academic year. In the event a Director's attendance falling 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 Directors.

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

	AUTUMN TERM		SPRING TERM		SUMMER TERM	
Apologies	✓	✓	✓	✓	✓	✓
Declaration of Interests	✓	✓	✓	✓	✓	✓
Confidentiality of Information	✓	✓	✓	✓	✓	✓
Committee Organisation	✓					
Minutes of Previous Meeting	✓	✓	✓	✓	✓	✓
Minutes of Internal budget monitoring meetings	✓	✓	✓	✓	✓	✓
Review Risk Register	✓		✓		✓	
Monitor 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		✓				
Agree SRMSAC self return			✓			
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		✓		✓		✓
Investments	✓	✓	✓	✓	✓	✓
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 including accident trends	✓	✓	✓	✓	✓	✓
Receive a statistical report on stage 2 complaints and subject access requests	✓	✓	✓	✓	✓	✓
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 of Education 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 Directors.

Meetings

Minimum every half term or as often as required. Each member of the committee must achieve an attendance of at least 5 out of 6 meetings during each academic year. In the event a Director's attendance falling 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.

The committee must evaluate the actions put in place by Trust leaders and schools in order to mitigate the risks associated with curriculum and standards as outlined by the Trust risk register. The committee should report to the Trust Board any progress, or concerns, they have regarding highlighted risks associated with curriculum and standards as outlined by the Trust risk register.

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 Executive headteacher, and/or Headteacher)
- Holding each school's leadership to account for academic performance, quality of care and quality of provision

- Receiving reports from the Director of Education (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 and 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

Managing Risk

- Ensure that Leaders are putting in effective mitigations so that identified risks are managed well
- Ensure any Admissions appeals made to the Local Authority via the appeals process are discussed at this committee.

Annual calendar and meeting agenda for Curriculum & Standards committee

	AUTUMN TERM X 2	SPRING TERM X2	SUMMER TERM X2
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	✓		
Monitor progression of sections 1-4 of the strategic plan	✓	✓	✓
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 To review risks identified on the risk register associated with curriculum and standards 	✓	✓	✓
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 and sex education (RHSE) – autumn term Pupil Premium Policy – Autumn term Early Years Foundation Stage (EYFS) – autumn term Early Career Teachers (ECT) – autumn term Trust Behaviour Statement– autumn term Online safety– autumn term (+ when amendments occur) 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 Anchor Committee meetings

Purpose of the Anchor Committee meeting

The anchor committee meeting 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. It will also ensure the school is upholding its responsibilities around: safeguarding (SCR), attendance and Health and Safety.

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

Membership

- CEO
- Director of Education and other school improvement leaders as required
- Executive Headteacher and/or Headteacher of the school

As a minimum, a quorum will comprise 50%

Meetings

Minimum every term, or as often as required. Each member of the committee must achieve an attendance of at least 2 out of 3 meetings during each academic year. In the event members attendance falls below this, their ability to effectively discharge their duties will be reviewed by the chair of the Trustees.

Constitution and Proceedings

- The Trust may appoint additional members of the anchor committee at any time and may remove existing members for reasons of incapacity or misbehaviour
- The LGC will meet at least half termly to ensure the pace of improvement is maintained and to monitor improvement
- The agenda for anchor committee meetings will be determined by the CEO and Director of Education at least 7 days before the meeting.
- Anchor committee 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
- Other individuals and observers may only attend with agreement of the CEO
- Where confidential matters are being discussed it will be for the anchor committee to determine if non-members can be present
- The decision-making processes of the anchor committee 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 board 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
- A full knowledge of the operational workings of the school

Expectations:

- Make an active contribution to anchor committee meetings
- Aim to remain current with the national agenda around 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
- 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

- Ensure the implementation of the School Improvement Plan and monitor and review it on a regular basis
- Ensure accurate school Self-Evaluation

Standards

- Receive reports from the Executive headteacher or Headteacher and staff on curriculum progress and development
- Receive reports from the Executive headteacher or Headteacher in relation to pupil progress data including all 'groups' (pupil premium, EAL, SEN etc.), the school's SEF
- Monitor and receive reports on the school's standards achieved by pupils
- 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.)
- Look at findings of reviews made by advisers and external audits, including Ofsted
- Have an understanding of the target setting process and agree whole schools KPI targets
- Monitor the range of staff development and its impact upon standards and progress across the school

Teaching & Learning

- Receive reports from the Executive headteacher or Headteacher on the quality of teaching and learning in the school
- Receive curriculum progress reports from the Executive headteacher or 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 Executive headteacher or Headteacher and staff, to establishing, monitoring and evaluating sections of the School Improvement Plan relating to teaching, learning, curriculum and quality of provision

Curriculum

- 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 Finance, Audit and Risk committee to make recommendations
- Encourage the Executive headteacher or 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

- Ensure relationships, health & sex education (RHSE) provision, R.E. and Collective Worship meet statutory expectations

Pupil Welfare

- To ensure safeguarding practices across school comply with key requirements
- Ensure that the school meets the statutory requirements relating to equality legislation (race, disability, gender etc.) via annual sight of equality plans
- Monitor pupil attendance and set targets as necessary
- Monitor pupil discipline, behaviour, suspensions and permanent exclusions

The Role of the Executive headteacher and/or Headteacher

- The Executive headteacher or Headteacher will be responsible for the internal organisation, the leadership and management and control of the school
- The Executive headteacher or Headteacher will provide the anchor committee with regular information on the performance of all aspects of the school and will comply with any reasonable request from the anchor committee for information. The anchor committee 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 Executive headteacher or Headteacher will present information to the anchor committee on progress against each of the key issues. The information will also include relevant data and pupil tracking information, and including behaviour and attendance data.

Annual calendar and meeting agenda for Anchor committee

	AUTUMN TERM 1	AUTUMN TERM 2	SPRINGTERM 1	SPRINGTERM 2	SUMMERTERM 1	SUMMERTERM 2
Apologies	✓	✓	✓		✓	
Declaration of Interests	✓	✓	✓		✓	
Confidentiality of Information	✓	✓	✓		✓	
Identify training needs		✓			✓	
Minutes of Previous Meeting	✓	✓	✓		✓	
To receive the SIP and SEF	✓					
To receive Executive Headteacher and/or Headteacher's presentation on the following spotlight areas on the School Improvement Plan (SIP): <ul style="list-style-type: none"> ▪ Statistical information on progress towards KPI's for GLD, PSC, KS1, Y4, MTC, Y6 Use of diagnostic reporting and how it is being used to inform teaching and learning i.e. accelerated reader <ul style="list-style-type: none"> ▪ Y6 curriculum design and predictions for SAT outcomes ▪ Progress towards actions taken from deep dives in reading and writing ▪ Actions to address and improve the quality of teaching for underperforming staff Areas not on track on the school improvement plan and actions towards ensuring that they are on track	✓	✓	✓	✓	✓	✓
EYFS Marketing of places Induction timeline for cohort 2024-2025	✓			✓		
Inclusion and SEND	✓	✓	✓	✓	✓	✓

Latest EHCP analysis outcome – spend meeting need Progress of SEND pupils						
Pupil premium – progress of PP children – impact of spend on outcomes Sports premium – impact of spend	✓	✓	✓	✓	✓	✓
Safeguarding, attendance and behaviour <ul style="list-style-type: none"> ▪ To review SCR half termly audit outcome ▪ Present safeguarding statistics ▪ Present statistics on: RIPES, suspensions, exclusions and actions taken as a result 	✓	✓	✓	✓	✓	✓
HR and Estates <ul style="list-style-type: none"> ▪ To present information about spare capacity in school (including reception classes 2025) and the marketing of these spare places ▪ To present an evaluation of the workload survey and actions following this (Wellbeing) ▪ To present outcomes of health and safety audit and actions taken ▪ To receive an update on accidents (RIDDOR) ▪ To present outcomes on any other audits i.e. GDPR ▪ To present a log on how many subject access requests so far this academic year ▪ To receive an update on stage 2 complaints 	✓	✓	✓	✓	✓	✓

<ul style="list-style-type: none"> ▪ To receive a presentation on staff absence trends from the central team and the Executive Headteacher and/or Headteacher to advise on actions as a result (Centrally provided information: Staff absence) ▪ Site walk log presented 							
Receive any matters arising from the Trust Board							

Remuneration Committee:

Membership: 3 Directors

In attendance

Chief Executive Officer

Meetings

Minimum every half term or as often as required. Each member of the committee must attend – if they cannot attend, then they must agree a replacement Director.

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 staff on Executive contracts is implemented effectively
- 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 Executive headteacher or 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: Executives, Headteachers and teaching staff employed by the Trust 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

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 • <i>Minimum of three Trustees required</i> 	
Chair of Committee	To be elected at each meeting

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. • <i>Minimum of three Trustees required</i> 	
Chair of Committee	To be elected at each meeting

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 Trustees required</i>	
Chair of Committee	To be elected at each meeting

Hales Advocate Teams (HATs)

Our board is committing to knowing their schools, their communities and stakeholders and takes into account their views when making key decisions; we report on this aspect of our work each year.

Purpose of Advocate Teams

The Hales Advocate Teams are an integral part of the governance of Hales Valley Trust. The Trust Board make decisions for a number of schools and this decision can sometimes be far removed from the actual people who will experience any changes that may take place. It is therefore important to the Board that they seek the voice of the whole trust community around decisions they have made. The voice may be that of: the children, the parents, the staff or the wider community. The advocates will be the people who will skilfully collect these opinions and feed them back to the board.

Membership

It would be helpful if the advocates were recruited from the school community. This could be parents, grandparents or members of the wider community.

Between 3 and 5 advocates per school are required.

Meetings

To be available at least 3 times a year to carry out advocate work within the school. A time commitment of 3 half days.

Constitution of proceedings

To meet with a senior Trust leader to set the scene of the information gathering set by the board and receive the question set to be used with the stakeholder.

To be able to feed back findings to the school and the Trust about decisions and policies that have been implemented and how they have impacted within the school.

Skills and knowledge required

Is proactive in consulting, and responding to, the views of a wide group of stakeholders when planning and making decisions

Anticipates, prepare for and welcome stakeholder questions and ensures that these are answered in a relevant, appropriate and timely manner

Uses clear language and messaging to communicate to parents and carers, pupils/students, staff and the local community

Is credible, open, honest and appropriate when communicating with stakeholders and partners including clear and timely feedback on how their views have been taken into account

Considers the impact of the board's decisions and the effect they will have on the key stakeholder groups and especially parents and carers and the local community

Acts as an ambassador for the organisation

Expectations

To be impartial to the subject being researched and not exercise their own opinion or viewpoint

Conduct and The Role of the Executive headteacher and/or Headteacher

Should a Trust advocate's behaviour fall below the expectations set out here the advocate will be asked by the Executive headteacher/Headteacher to leave the committee.

Code of Conduct for Directors

The Executive headteacher or Headteacher is responsible for the day to day management of the school, the implementation of policy and the operation of the curriculum. Directors 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 Trust Board 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 Directors have equal status. Although Directors are appointed and elected by different groups, their central concern is the welfare of the school as a whole.
- Directors 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, Directors should fulfil all reasonable expectations of a good employer.
- Directors should consider carefully how their own decision might affect other schools.
- Directors should encourage open government and should be seen to do so.
- Directors do not act alone but as members of a corporate team. Individual Directors have power only when it is designated specifically to them by the members.

Commitment

- As a Trust, we acknowledge that accepting office as a Director 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.
- We will make full efforts to attend all meetings, and where we cannot attend explain in advance in full why we are unable to.
- 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 Executive headteacher or Headteacher and other 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 Directors 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 Executive headteacher or Headteacher, staff and parents, the local authority and other relevant agencies and the community.

Confidentiality

- Directors 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 Board meetings are normally made public through the minutes, the discussions on which decisions are based should be regarded as confidential.
- Directors should exercise the highest degree of prudence when discussion of potentially contentious issues arises.

Conduct

- Directors should express their views openly within meetings but accept collective responsibility for all decisions.
- Directors 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 Executive headteacher or 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.
- Directors 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 Director 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 Directors failing to reveal information to enable the Trust 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 Trust board should consider suspending the governor.
- Where an interest is declared, the Director must be prepared to leave the meeting while the item is under discussion if requested to do so.

Training and Development

Director training and development is extremely important. It benefits the school and individual Directors, and can help to develop effective teamwork. Directors 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 Director may act as a mentor to new Director and provide support and a listening ear for all aspects of the work of the governing body. Directors should be prepared to act as mentors, as required.

Meetings

- Individual Directors do not have any authority in school. It is the collective decisions of all the Directors together that carry authority. The activities that Directors undertake outside meetings can be seen as preparation for the times when the meeting takes place.
- It follows that if the Board 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 Directors subscribe to, and implement, the charter, the Trust board will be giving itself the best chance of reaching informed, collective decisions.

Meetings Charter - as a Hales Valley Trust Director 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

- Directors 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 Directors' policies in action and to understand how the school works.
- All Directors should visit the school, following the Trusts policy on in school visits.

- The visits should be agreed in advance with the Executive headteacher or Headteacher. Too many visits can be disruptive to pupils' learning. The date and timing of a visit should be arranged in advance with the Executive headteacher or 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 Director is going to spend time in a classroom, this should be discussed with the class teacher so that both are clear how long the Director is coming for, what they are going to look at and what they are going to do.
- Directors should understand that their visits do not replace professional inspections or the monitoring role of the Executive headteacher or Headteacher. Directors should not make judgements about the effectiveness of the teaching that they see.
- If Directors are concerned about any aspects of what they have seen this should be passed to the: Director of Education, Executive headteacher or Headteacher.
- After the visit, the Director should report back, either orally or in writing to the committee or the Trust board.

7.0 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.

8.0 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 Skills Funding Agency (ESFA)) 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 Academy Trust 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.

9. MEMBERS – Annual General Meeting Agenda

	SPRING TERM	As necessary
Apologies	✓	✓
Declaration of Interests	✓	✓
Confidentiality of Information	✓	✓
Minutes of Previous Meeting	✓	
Receive Audited Annual accounts including the annual report for the period ending August 31st 2023	✓	
Report on Quality of Governance	✓	
Major plans and outlook for the year ahead-to include growth	✓	
Trust Performance: receive report from CEO including overview of Trust performance against strategic objectives		
Re-appointment of auditors	✓	
Notification/approval of any changes to: Members – appointments and resignations Trustees – appointments and resignations	✓	
AOBs		
Date of next meeting		