



Embark Federation

Scheme of Delegation and Accountability Framework

Final Version – v2

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1. Rationale

- 1.1 The underlying principles for this Scheme of Delegation are;
- 1.2 That all academies, ultimately, are in a partnership of equals irrespective of their length of membership
 - 1.2.1 Embark Federation is a registered charity and it remains true to its aims and objectives.
 - 1.2.2 Embark Federation is mindful that their function is to ensure that all statutory obligations are met (there are differences in the governance arrangements of maintained schools and academies).
 - 1.2.3 Embark Federation believe the members of Local Governing Teams are best able to service the needs of their Academy and their local community.
 - 1.2.4 Embark Federation Board's intention is to be as light-touch as possible within the Scheme of Delegation

2. General Information

Vision

Our vision is to create schools that 'stand out' at the heart of their communities.

2.1 Embark Federation Members

2.1.1 Members are responsible for the appointment of Trustees to the Embark Federation Board.

Embark Federation currently has 4 members:

- Andrew Allsop
- Paul Drummond
- Sarah Armitage
- Dr Sarah Charles

2.2

2.2.1 Richardson Endowed Primary, Aldercar Infant and Nursery School, Howitt Community Primary, Kilburn Junior, Longford C of E Primary, Horsley Woodhouse Primary and Heath Primary are the founding academies within the Trust. Just as with Embark Federation their objectives are to promote education in the United Kingdom, by:

a) To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum, and which shall include:

i) Academies other than those designated Church of England, whether with or without a designated religious character;

ii) Church of England academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education.

But in relation to each of the academies to recognise and support their individual ethos, whether or not designated Church of England.

2.3 Embark Federation

2.3.1 Each Academy is ultimately governed by the Trust. Embark Federation shall have regard to (but for the avoidance of doubt shall not be bound by) any guidance as to the governance of the academies that the Secretary of State may publish. Embark Federation will establish, for each Academy, Local Governing Bodies, whose role is to oversee the running of the academy on behalf of the Trust. Each Local Governing Team is, constitutionally, a Committee of the Trust,

2.4 Communication between the Board and Local Governing Bodies

2.4.1 The Board meet regularly and as often as necessary. The Chair of Embark Federation and CEO will schedule meetings with the Headteachers and Chairs of Local Governing Bodies as and when required. This provides an opportunity for information sharing between Embark Federation and Local Governing Bodies and have issues raised which may have influence across its broader family as well as particular institutions. Feedback from the Trust will be a standing item on all Local Governing Team agenda.

2.5 Trustees of Embark Federation

- Sarah Armitage (Chair of Trustees)
- David King (Vice Chair of Trustees)
- Peter Ricketts
- Ian Paxton
- Mark James
- Mike Firbank
- Dr Lindsey Smethem
- Claire Leitheiser
- Rosie Harrison
- Eleanor Headley

2.5.1 Members of the Trust Leadership Team (TLT) are invited to be in attendance at the request of the Board.

2.6 Central Functions

We aim to be a cost-effective academy trust. A contribution of 5.8% of each academy's GAG income is levied which enables all academies access to a range of functions and services as and when required. This excludes any surplus carried forward or income generated by the Academy. In addition, when necessary, specific charges are made for bespoke intervention when curriculum and performance require e.g. long term or significant deployment of lead practitioners.

3. Key areas of delegation

Delegated Duty	Delegated Authority	Comment
3.1 Administration of Admissions	Headteachers – Deliver Trustees – Determine and Comply	All Academies will follow the Local Authority admission policy
3.2 Capital Programme	CEO – Deliver Trustees – Determine LGT & Headteachers – Consult	Proposed capital programmes need to be submitted by June each year with the approval of the CEO
3.3 Capital Programme Contract Variations	CEO – if within agreed programme budget/contingency Embark Federation – if exceeding agreed programme budget/contingency	It is suggested that a 5% contingency is built into all programmes to allow for some local contract variation during the programme.
3.4 Health and Safety	CEO & Headteachers – Deliver, Review, Comply Trustees – Review, Comply LGTs – Review, Comply, Report	It is the responsibility of the CEO and Headteachers to ensure that health and safety laws are adhered to and the appropriate health and safety certificates are in place. The operational compliance of this function will be delegated on a day to day basis to Headteachers
3.5 Income Generation	CEO & Headteachers – Deliver, Comply, Report Trustees – Determine, Review, Comply LGTs – Review, Comply, Report	Any income generated belongs to each individual Academy for them to invest in the future learning of the children.
3.6 Insurance	CEO – Deliver Trustees – Determine	The Trust central team will use the Trust's purchasing power to ensure that all Academies receive best value and value for money with their insurance.
3.7 Investments	CFO – Deliver Trustees – Determine, Review Headteachers – Deliver in line with Financial Policy	Embark Federation will invest any surplus monies in high interest accounts.
3.8 Permanent Exclusions	Headteachers – Deliver LGTs – Determine Embark Federation Review	All Academies will follow the Trust's Behaviour Policy for permanent exclusions and work with the Local Authority to ensure independent permanent exclusion appeals. Embark

		Federation will be involved in any final appeal
3.9 External Service Level Agreements / Contracts	<p>CEO – Deliver Trustees – Review (MAT Level)</p> <p>Headteachers – Deliver LGTs – Review any SLA’s agreed within the budget process. CFO – Review any SLA’s not agreed as part of the budget.</p>	Depending on the context of each Academy, each Academy may have different SLAs / Contracts in place. It is the responsibility of the Headteacher working with the schools to manage local SLAs and contracts. From time to time Embark Federation may procure SLAs on behalf of all academies as part of a best value review. This lies with the CEO and Trustees.
3.10 Safeguarding	Embark Federation	Embark Federation will, in respect of each Academy, act in accordance with, and be bound by, all relevant statutory and regulatory provisions for safeguarding. All Academies will follow Embark Federation’s policy on safeguarding (the same staff identification scheme will operate in all Academies).

4. Financial delegation

4.1 Financial Levels of Authority

4.1.1 All final Academy budgets must be submitted to the Board for ratification by 30 June each year. Indicative budgets must be in place by May each year. Budgets require authorisation by the Headteacher, CEO and LGTs prior to being presented to the Board.

4.1.2 All Headteachers will submit their Academy Improvement Plan, Summary SEF and Financial Plans to the CEO for submission to the Board by the beginning of October each year.

4.2 Authorisation levels

All financial procedures must comply with The Academies Financial Handbook and Embark Federation's Financial Policy and Procedures Manual

Delegated Duty	Value	Delegated Authority	Method
4.2.1 Ordering goods and services (raising requisitions) within the approved budget and ensuring that sufficient cash resources are available for the purchase	Up to £1000	Budget holders	
	£1001 to £10,000	Headteacher	Minimum of three written quotes.
	£10,001 to £50000	CEO	Minimum of three written quotes.
	£50001 to £100000	As above plus full Trust Finance Committee	Minimum of three quotes through informal tendering process
	Over £100000	As above plus Board of Trustees.	Formal tendering process in line with financial regulations*, including advertising in OJEU if appropriate.
4.2.2 Signatories for cheques, BACs payment authorisations, and other bank transfers.	Unlimited	Two signatories from authorised signatory lists. For sums above £20,000 one of the signatories must be a CEO/CFO.	
4.2.3 Signatories for ESFA/DfE grant claims and returns	Unlimited	CEO and or CFO	
4.2.4 Virement of budget between budget headings	Up to £10000	Headteacher and CFO	
	£10001 to £50000	CEO	

(request for spend in excess of approved budget head but within overall approved budget for the Academy)	Over £50,000	Finance Committee or Board of Trustees	
Delegated Duty	Value	Delegated Authority	Method
4.2.5 Request for additional spend in excess of approved budget head and outside the overall approved expenditure budget for the Academy		Finance Committee and Board of Trustees	Refer to Reserves Policy*
4.2.6 Disposal of moveable assets	Up to £10,000	Trust Finance Committee	In accordance with Financial Regulations*
	£10,001 to £19,000	Board of Trustees	
	£20,000 and above	As above plus ESFA approval for assets funded with more than £20,000 of ESFA / DfE Grant	
4.2.7 Write off of bad debts	Up to £5000	CEO + Chair of Trustees	Report to Board
	Over £5000	Finance Committee, plus EFA approval if breach of delegated limits in AFH	
4.2.8 Entering into Equipment leases / leaseholds / tenancy agreements	Any	CEO	Maintain lease register in accordance with Financial Regulations*.
4.2.9 Purchase or sale of any freehold property	Any	Board of Trustees plus ESFA	
4.2.10 Guarantees, Indemnities and letters of comfort.	Any	Board of Trustees plus ESFA	
4.2.11 Ex-gratia payments	Any	CEO and Board of Trustees ESFA over £50,000	

4.2.12 Severance or Compensation payments	Up to £50,000 (non-statutory/ non-contractual)	Board of Trustees	
	Over £50,000	Board of Trustees plus ESFA	

5. HR Delegation

5.1 HR Levels of Authority

5.1.1 APPOINTMENTS	
All appointment panels must contain at least one member who has undertaken Safer Recruitment Training	
The CEO may nominate an alternative representative if they are unavailable to attend a panel	
5.1.1.1 CEO	Trustees – Determine LGTs & Headteachers – Consult
5.1.1.2 Trust Leadership Team members	CEO -Deliver, Consult Trustees – Determine (recruitment panel consisting of CEO, LGT, Headteacher)
5.1.1.3 Headteacher	Trustees – Determine (and ensure Trustees understand the context of the school appointing) CEO – Determine (sit on appointment panel along with representatives of the relevant LGT) LGTs – Determine (at least 3 representatives to sit on the appointment panel with the CEO and a Trustee)
5.1.1.4 All other leadership spine posts	CEO - Consult Trustees – Determine (recruitment panel consisting of CEO, LGT, Headteacher) LGTs & Headteachers – Deliver and Consult
5.1.1.5 All other posts	LGTs – Determine Headteachers – Determine (and appoint) CEO – Consult (Recruitment Panel involvement for senior leaders and as required)

5.1.2 DISCIPLINARY CASES AND DISMISSALS

For all disciplinary cases and dismissals the following delegation model shall apply:

- 5.1.2.1 Disciplinary
- 5.1.2.2 Capability (professional competence)
- 5.1.2.3 Ill Health Capability
- 5.1.2.4 Redundancy. (The Board will have determined that there is a Redundancy situation)
- 5.1.2.5 Some other substantial situation

For all disciplinary cases and dismissals the following delegation model shall apply:

Posts	Delegated Authority	Appeal
5.1.2.6 Chief Executive	Trustees – Review, Determine	3 Trustees
5.1.2.7 Trust Leadership Team members	CEO – Review Trustees – Determine	3 Trustees
5.1.2.8 Headteacher	CEO - Determine LGT - Determine Trustees – Determine	3 Trustees
5.1.2.9 All other posts	Headteachers – Determine LGTs – Review, Determine CEO – Review, Report Trustees – Review	LGT panel of 3

5.1.3 GRIEVANCE

Posts	Delegated Authority	Appeal
5.1.3.1 Chief Executive	3 Trustees	3 Trustees
5.1.3.2 Trust Leadership Team members	2 Trustees and CEO	3 Trustees
5.1.3.3 Headteacher	2 Trustees and CEO + LGT chair	3 Trustees
5.1.3.4 All other posts	Headteacher and CEO or CEO's representative and LGT	LGT panel of 3

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5.1.4 OTHER HR FUNCTIONS

Function	Delegated Authority
5.1.4.1 Compromise agreements up to and including £10,000	Headteacher to agree terms CEO to sign
5.1.4.2 Compromise agreements in excess of £10,000	CEO to agree terms Chair of Board to sign
5.1.4.3 Compromise agreements in excess of £50,000	Approval to be sought from the ESFA/HM Treasury

Signature of Letter of Appointments	Delegated Authority
5.1.4.4 CEO	Chair of Board
5.1.4.5 Trust Leadership Team posts	CEO
5.1.5.6 Headteacher	CEO
5.1.5.7 All other posts	Headteacher
5.1.5.8 Collective Agreements	Embark Federation Board (Chair of Board to sign)
5.1.5.9 Teachers Pay – Threshold/UPS	Headteacher and LGTs
Function	Delegated Authority
Acting up Payments/Additional Payments	
5.1.5.10 CEO	Embark Federation Board on recommendation of Finance Committee
5.1.5.11 Headteacher	Embark Federation Board on recommendation of CEO
5.1.5.12 Leadership spine posts	Embark Federation Board on recommendation of CEO/Trust Leadership Team
5.1.5.13 All other Academy staff	Headteacher with the CEO
Function	Delegated Authority
Performance Management	
5.1.5.14 CEO	Chair of Board plus 2 other Trustee
5.1.5.15 Trust leadership posts	CEO plus Chair of Board
5.1.5.16 Headteacher	CEO plus Chair of LGT
5.1.5.17 All other Academy posts	In accordance with the current policy
5.1.5.18 Staffing restructures	CEO + HT + Trust Leadership Team
5.1.5.19 Re-grading/Re-designation/increase in hours at times other than at budget setting	CEO and HT
5.1.5.20 Creation of permanent new posts with salary above £25,000	Embark Federation Board with salary recommendation from Finance Committee
5.1.5.21 Creation of permanent new posts with salary below £25,000	CEO
5.1.5.22 Creation of temporary new posts of up to 1 year	CEO
5.1.5.23 Revisions to Pay and Conditions	Embark Federation Board
5.1.5.24 Decision to make Redundancies	Embark Federation Board on recommendation of CEO and TLT
5.1.5.25 Authorisation of redundancy/early retirement payments	CFO so long as redundancies were approved by Board
5.1.5.26 Determination of CEO's pay range	Embark Federation Board on recommendation from Finance Committee
5.1.5.27 Determination of pay range for an individual with a salary in excess of £50,000	Embark Federation Board on recommendation from Finance Committee
5.1.5.28 Determination of pay range for an individual with a salary less than £50,000	CEO

5.1.5.29 Determination of pay progression of the Chief Executive	Embark Federation Board on recommendation of CEO Performance Management Committee
5.1.5.30 Determination of pay progression of Deputy/Assistant Headteachers within their pay grade	CEO reported to the Finance Committee and Embark Federation Board on the basis of Performance Management
5.1.5.31 Determination of pay progression of trust central team and Headteachers within their pay grade	CEO recommendation to the Finance Committee to be agreed by the Board on the basis of Performance Management
5.1.5.32 Determination of pay progression of teaching posts below Assistant Headteacher within their pay grade (including threshold)	Headteacher on agreement with CEO, reported to the Finance Committee on the basis of Performance Management
5.1.5.33 Administration of employment contracts, pay and conditions of services (with the exception of previous delegated authorities)	TLT (with reference to the CEO, and Headteacher as appropriate)

N.B – Any other delegated Authority not described above would need to be referred to Embark Federation Board for a decision

The term 'Headteacher' will include Acting Headteacher

6. Remits, Roles and Responsibilities

6.1 *Members*

6.1.1 The ultimate responsibility for the governance of the trust belongs to the Members.

6.1.2 The Members are accountable to the Secretary of State for effective governance of the Trust and the achievement of its objectives. Full details of Members remit and responsibilities are contained in the Articles of Association alongside which, reference should be made to the Master Funding Agreement.

6.1.3 The Members will meet at least annually or more frequently if circumstances require.

6.2 *Board of Trustees*

6.2.1 The Board of Trustees will have a minimum of three persons and no maximum, of which up to six Trustees can be appointed by the Members. The membership will be kept under review and will expand or change as the needs to the Trust require. The Trustees are responsible and accountable to the DfE for the performance and efficiency of all Embark Federation and all of its academy schools.

6.2.2 The Board will always include a Chair:

6.2.3 The Trustees shall each school year elect a chair from among their number: employees are not eligible;

6.2.5 The Chief Executive is responsible to the Board of Trustees for the effective management of the Trust and its constituent schools. A wide-ranging set of responsibilities have been delegated to the Chief Executive, full details of which are contained in Annex A.

6.2.6 Full details of the remit of trustees are covered in the Articles of Association but in brief:

6.2.6.1 Trustees will ordinarily serve for 4 years;

6.2.6.2 The Board shall hold at least 3 meetings in any school year;

6.2.6.3 All Academy Trustees will be expected to represent the interests of all academy schools as mandated in the 'Object' of the Academy and which is detailed in the Articles of Association.

6.2.6.4 Trustees should not underestimate the commitment they need to make;

6.2.6.5 Trustees are expected to play a full and active role in the governance of the trust;

6.3 CEO

6.3.1 The CEO's key responsibilities include:

6.3.1.1 To work closely with the Members and Board of Trustees to provide outstanding strategic leadership for Embark Federation ensuring continuing success and sustainability in its academies.

6.3.1.2 To promote the strategic vision and philosophy of Embark Federation.

6.3.1.3 Ensure appropriate arrangements are in place to deliver high standards of education for all children

6.3.1.4 To ensure compliance with all statutory regulations and policies

6.3.1.5 To ensure the highest quality of financial probity.

6.3.1.6 To be the identified Accounting Officer for the Trust

6.4 Accounting Officer

6.4.1 Introduction

This statement sets out the Trustees' policy on the management of finances within Embark Federation. This policy will apply to all academies within the trust. It has been developed from, and should be read with reference to the following:

6.4.1.1 Relevant academy, company and charities law;

6.4.1.2 The Master Funding Agreement (MFA) between The Secretary of State and Embark Federation;

6.4.1.3 The supplementary funding agreements for each academy;

6.4.1.4 The current Academies Financial Handbook.

6.4.2 Delegation Statement

On 1 December 2018 Embark Federation appointed Matthew Crawford as its Chief Executive. In making this appointment the Board of Trustees then formally delegated the day to day financial management of the budget and the responsibilities of the Accounting Officer to the Chief Executive of

Embark Federation.

6.4.3 Responsibilities of the Chief Executive in the role of Accounting Officer

Full details of responsibilities are contained in the Academies Financial Handbook but can be summarised as follows:

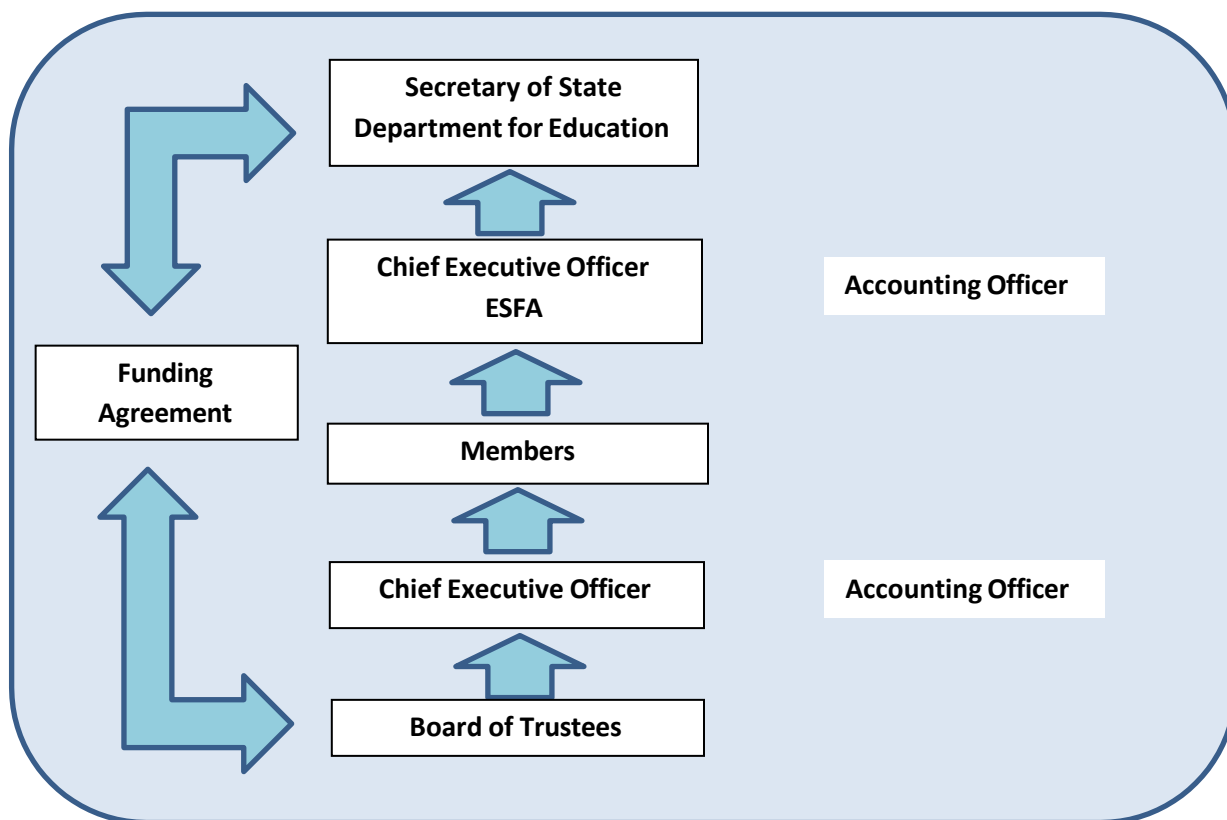
6.4.3.1 The Accounting Officer (i.e. Chief Executive) has responsibility, under the board of the Multi Academy Trust's (MAT) guidance, for the overall organisation, management, and staffing and for its procedures in financial and other matters, including conduct and discipline.

6.4.3.2 The Accounting Officer is personally responsible to Parliament and to the Accounting Officer of the Education and Skills Funding Agency (ESFA) for the resources under the Trust's control.

6.4.3.3 The essence of the role is a personal responsibility for the propriety and regularity of the public finances for which they are answerable; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; for ensuring value for money; and for the efficient and effective use of all the resources in their charge. Essentially, accounting officers must be able to assure Parliament and the public of high standards of probity in the management of public funds. The Accounting Officer must advise the board of trustees in writing if, at any time, in his or her opinion, any action or policy under consideration by the governing body is incompatible with the terms of the Handbook or Funding Agreement.

6.4.3.4 Similarly, the Accounting Officer must advise the board in writing if the board appears to be failing to act where required to do so by the terms and conditions of the Handbook or MFA.

6.4.3.5 Where, despite the advice of the Accounting Officer, the board of trustees is minded to proceed, the accounting officer must consider the reasons the board gives for its decision. If, after considering the reasons given by the board, the accounting officer still considers that the action proposed by the board is in breach of the Handbook or Funding Agreement, the accounting officer must advise in writing the ESFA's accounting officer of the position.



6.4.3.6 The ESFA’s accounting officer will send a letter annually to all Academy Trust Accounting Officers, with updates for new CFOs, setting out their key responsibilities and highlighting any changes from previous years.

6.4.3.7 The MAT accounting officer, under the guidance of the board, must ensure that there is appropriate oversight of financial transactions. In doing so, they must:

6.4.3.8 ensure that bank accounts, financial systems and financial records are operated by more than one person;

6.4.3.9 ensure that all the MAT’s property is under the control of the trustees, and that measures are in place to prevent losses or misuse;

6.4.3.10 keep full and accurate accounting records; and

6.4.3.11 prepare accruals accounts, giving a true and fair view of the MAT’s incoming resources and application of resources during the year, and the state of affairs at the year-end, in accordance with existing accounting standards.

6.4.3.12 The Accounting Officer is personally responsible to the board, and through it to the Secretary of State and Parliament, for:

6.4.3.12.1 ensuring regularity and propriety

6.4.3.12.2 ensuring prudent and economical administration

6.4.3.12.3 avoiding waste and extravagance

6.4.3.12.4 securing value for money through the efficient, effective and economic use of available resources; and

6.4.3.12.5 day to day organisation, staffing and management of the MAT

6.4.3.13 The MAT's accounting officer is required to complete and sign a statement each year demonstrating how the MAT has secured value for money VFM which is incorporated into the Trust's annual governance statement in its accounts.

6.4.4 Accounting Officer's Statement

6.4.4.1 An accounting officer's statement on governance, regularity, propriety, compliance and value for money must be included in the MAT's annual report. This is a formal declaration by the MAT's accounting officer that they have met their personal responsibilities to Parliament for the resources under their control during the year.

6.4.4.2 It includes a responsibility to ensure that public money is spent for the purposes intended by Parliament (regularity) and a responsibility to ensure that appropriate standards of conduct, behaviour and corporate governance are maintained when applying the funds under their control (propriety), a responsibility to ensure value for money and for the efficient and effective use of all the resources in their charge.

6.4.4.3 The accounting officer also has a responsibility to advise the board of trustees and the ESFA of any instances of irregularity or impropriety, or non-compliance with the terms of the MAT's master funding agreement. The format of the statement is included within the Accounts Direction which is issued annually.

6.5 Responsibilities delegated to the Chief Financial Officer in the day to day financial management of the Multi-Academy Trust budget.

6.5.1 The CFO will prepare and submit an annual Budget Plan to the Finance, Audit and Risk Committee for submission to the Board of Trustees for approval during the Summer Term. If final funding notification from the ESFA is awaited, a draft budget will be prepared for approval, to be adjusted in the new financial year.

- 6.5.2 The CFO will ensure that the end of year accounts are prepared, audited and submitted to the ESFA in accordance with ESFA notified timescales.
- 6.5.3 The CFO will prepare budget reports for the Finance, Audit and Risk Committee to be submitted to the Board of Trustees for approval. The reports submitted to the Finance Committee will include income and expenditure report, cash flow projections, and balance sheet.
- 6.5.4 The CFO will monitor the expenditure under the control of the Board of Trustees, producing appropriate financial reports to the Board of Trustee at least termly.
- 6.5.5 The CFO will prepare an annual 3 Year Strategic Financial Plan in line with Trust Development Plan and reflecting the financial and resource consequences for each year including options, where appropriate, for consideration by the Finance, Audit and Risk Committee;
- 6.5.6 **Virements**
The CFO is responsible for determining and seeking approval for the policy on virements; see Finance and Accounting Policy for full details.

6.6 Delegation

6.6.1 Academy trusts are independent institutions and the financial accountability system set out in the Academy Finance Handbook reflects this by providing trusts with increased autonomy over routine financial transactions. It is for the Trustees to determine how they wish to discharge and delegate this autonomy, however, there are certain delegated authorities which are stipulated in the Academy Finance Handbook:

- 6.6.1.1 novel and / or contentious transactions;
- 6.6.1.2 borrowing;
- 6.6.1.3 gifts;
- 6.6.1.4 write-offs and entering into liabilities;
- 6.6.1.5 special payments;
- 6.6.1.6 acquisition and disposal of fixed assets;
- 6.6.1.7 leasing;

(see Finance and Accounting Policy for details)

- 6.6.2 The Chief Executive may exercise his/her delegated authority (see '3' & '4' above) through delegation to trust staff or through the procurement of external, expert support (subject to adherence to appropriate procurement and approval procedures), and subject to the following principles:
- 6.6.3 The Chief Executive will make recommendations to the Board of Trustees on an individual academy basis for a differentiated approach to delegation and that the decisions are

reviewed annually. The Chief Executive and Board will be mindful of Ofsted categories and of the categorisation of schools by external bodies or consultants in determining differentiation in levels of delegation.

- 6.6.4 Academy Headteachers are responsible for the day to day management of their delegated academy budgets and submission of balanced budget plans to be submitted firstly to CEO and the Board of Trustees for approval;
- 6.6.5 Each academy will have appropriate financial arrangements in place to support the Academy Headteacher in the day to day management of school budget and assets as well for reporting to the Accounting Officer, The CFO, Finance, Audit and Risk Committee or Board of Trustees as may be determined as the trust organisation develops;
- 6.6.6 That delegations are clearly specified and documented either via approved policies and procedures, contracts, SLAs or job descriptions/contracts;
- 6.6.7 These arrangements along with authorised signatories will be appended to the Finance and Accounting Policy.
- 6.6.8 The scheme will be kept under review and will be submitted to the Trustees annually for their approval;

6.7 Headteachers

6.7.1 Subject to responsibilities of the Board of Trustees and the policy statements of the Trust, the Headteacher shall be responsible to the Board of Trustees for:-

- 6.7.1.1 implementing the agreed **policies and procedures** laid down by the Trustees - this includes the implementation of all statutory regulations;
- 6.7.1.2 advising the Local Governing Teams on **key issues and initiatives within the academy**
- 6.7.1.3 the **leadership and management** of the Academy;
- 6.7.1.4 the day to day **admission of pupils**;
- 6.7.1.5 the maintenance of **good order and discipline** by the pupils including their suspension and/or exclusion within the framework laid down by the Board of Trustees and
- 6.7.1.6 all such additional functions as may be assigned under the job description or contract of employment.

7 Terms of Reference of Committees and Groups

7.1 *Headteacher Leadership Team*

7.1.1 Membership

7.1.1.1 The CEO and all Headteachers of Embark Federation academies.

7.1.2 Purpose

7.1.2.1 To provide a forum for Headteachers to meet with the CEO and each other for mutual challenge and support.

7.1.2.2 For the CEO to give and receive information.

7.1.2.3 To provide a network for professional learning and development.

7.1.2.4 To discuss urgent operational issues.

7.1.2.5 To provide a forum to discuss and develop medium – long term strategy and to allow a deeper understanding of the Trust as a whole.

7.1.2.6 To agree a consistent approach to communication.

7.1.2.7 To develop and disseminate model policies.

7.1.2.8 To review academy budgets and finances on a regular basis.

7.1.2.9 To make spending and virements decisions within delegated limits.

7.1.2.10 To report to the Finance, Risk and Audit Committee and significant financial issues.

7.1.2.11 To review academy performance and progress data

7.1.2.12 To challenge underperformance and to monitor programmes of intervention.

7.1.2.13 To identify effective practice and to ensure its dissemination.

7.1.2.14 To review the impact of policies on performance and progress.

7.1.2.15 To monitor likely inspection outcomes.

7.1.3 Meetings pattern

This team will meet a minimum of 10 times during term time

7.2 Standards Committee/ Pay and Performance Committee

7.2.1 Membership

7.2.1.1 CEO

7.2.1.2 Trust Adviser on School Improvement

7.2.1.3 Trustees

7.2.2 In attendance:

7.2.2.1 Any other nominees by the CEO

7.2.3 Chairing

7.2.3.1 The committee will appoint the Chair and Vice-Chair of the committee. The Chair must be a Trustee but not the Chief Executive.

7.2.4 Meetings pattern

7.2.4.1 This committee will meet termly during term time. All meetings will be minuted. At least 7 days' notice must be given when calling such a meeting.

7.2.5 Quorum

7.2.5.1 The quorum for committee meetings shall be at least 3 of which at least two should be trustees.

7.2.6 Roles and responsibilities

7.2.6.1 To ensure a constant review of standards, progress and performance across all academies.

7.2.6.2 To identify and disseminate best practice across the Trust.

7.2.6.3 To put in place effective strategies to accelerate progress for all children in all year groups.

7.2.6.4 To ensure high quality provision at all academies and that all academies are on an improvement trajectory in terms of OFSTED judgements.

7.2.6.5 To ensure that the Trust meets its statutory requirements in respect of pay and performance;

- 7.2.6.6 Each year, to review the salaries of all teaching staff up to and including the Headteacher, with effect from 1st September, in accordance with existing Trust arrangements and after taking the advice of the Chief Executive in relation to the meeting of performance objectives where appropriate;
- 7.2.6.7 To agree the Pay Policy for the Trust, with the purpose of recommending adoption by the Board of Trustees.
- 7.2.6.8 To agree the Performance Management for the Trust, with the purpose of recommending adoption by the Board of Trustees.
- 7.2.6.9 To agree the value and award of Teaching & Learning Responsibility Points;
- 7.2.6.10 To agree procedures for the appointment of academy staff, in line with current Trust policy;
- 7.2.6.11 To ensure that every member of staff has a job description, which is reviewed annually, and that job descriptions are reviewed when vacancies occur;
- 7.2.6.12 To monitor and review all staffing policies and procedures. These cover issues relating to pay; staffing adjustments; recruitment and selection (see above); equal opportunities; employee relations; conduct and capability; grievance; dismissal;
- 7.2.6.13 To appoint a separate Appeals Committee from independent trustees if required, that committee is the Finance Committee.
- 7.2.6.14 To ensure that an appropriate process is in place for managing the Performance Review of the Chief Executive;
- 7.2.6.15 To ensure, via reports from the Chief Executive, that the Performance Management policy is implemented throughout the Trust, and that all staff are included in the system of performance review;
- 7.2.6.16 To agree procedures for hearing staff grievances;
- 7.2.6.17 To agree procedures for appeals against dismissal from Trust staff, in line with Trust policy;
- 7.2.6.18 To report to the Board of Trustees annually and as required;

7.3 Finance, Audit and Risk Committee

7.3.1 Membership

7.3.1.1 The Board of Trustees shall determine and review annually at the first meeting of the academic year the establishment, terms of reference, constitution and membership of the Finance committee.

7.3.1.2 Membership should be a minimum of 3, including the Chief Executive, three other trustees and the CFO

7.3.2 Chairing

7.3.2.1 The committee will appoint the Chair and Vice-Chair of the committee. The Chair must be a Trustee but not the Chief Executive.

7.3.3 Attendance

7.3.3.1 Members of the committee have a right to attend committee meetings.

7.3.4 Quorum

7.3.4.1 The quorum for committee meetings shall be at least 3 of which at least two should be trustees. The committee shall not meet without the Chief Executive, or a nominated substitute being present.

7.3.5 Meetings

7.3.5.1 The committee shall meet in advance of the Board of Trustees meetings; any additional meetings will be called as and when necessary.

7.3.5.2 At least 7 days' notice must be given when calling such a meeting.

7.3.5.3 All meetings will be minuted.

7.3.6 Finance Roles and Responsibilities

7.3.6.1 To assist the decision making of the Board of Trustees, by enabling more detailed consideration to be given to the best means of fulfilling the Board of Trustees responsibility for ensuring sound management of the Trust's finances and resources, including proper planning, monitoring and probity. The committee shall have absolute discretion in the following:

- 7.3.6.1.1 Oversight of the day-to-day operation of the Trust Finances, with due regard for the requirements of the Academies Financial Handbook and the Funding agreement.
- 7.3.6.1.2 In consultation with the Chief Executive and Trust CFO, recommend for approval, to the Board of Trustees, the first formal budget plan of the financial year for the Trust and its constituent academies.
- 7.3.6.1.3 To contribute to the formulation of the Trust's development plan, through the consideration of financial priorities and proposals, in consultation with the Chief Executive, and within the stated and agreed aims and objectives of the academy.
- 7.3.6.1.4 To establish and maintain a 3-year rolling, indicative oversight of the Trust's budget.
- 7.3.6.1.5 To prepare and review the detailed financial policy statements, including consideration of long-term planning and resourcing.
- 7.3.6.1.6 To maintain a Charging Policy for the Trust.
- 7.3.6.1.7 To monitor income and expenditure of all funds and to report the financial situation to the Board of Trustees at their meetings.
- 7.3.6.1.8 To monitor the impact of spending decisions upon educational achievement in the school.
- 7.3.6.1.9 To recommend for approval by the Board of Trustees the level of delegation to the Chief Executive for the discharge of the duties of Accounting officer and for the day-to-day financial management of the Trust.
- 7.3.6.1.10 To oversee the preparation of the year-end accounts. Liaising with the Chief Executive, CFO and external auditors.

- 7.3.6.1.11 As appropriate, to liaise with and receive reports from other committees as may be established by the Trust and to make recommendations to those committees about the financial aspects of matters being considered by them.
- 7.3.6.1.12 To report its deliberations to the Board of Trustees at each of its meetings.
- 7.3.6.1.13 To review regularly the detail of the agreed Financial Policy and Procedures

7.3.7 Audit and Risk Roles and Responsibilities

7.3.7.1 To be responsible for providing assurances to the Board of Trustees that risks are being adequately identified and managed by:

- 7.3.7.1.1 Reviewing the risks to internal financial control at the Trust; and
- 7.3.7.1.2 Agreeing a programme of work to address, and provide assurance on, those risks.

7.3.7.2 The outcome of the work of the committee will inform the governance statement that accompanies the Trust's annual accounts and, so far as is possible, provide assurance to the external auditors. The committee is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from staff. Staff are requested to co-operate with the Committee in the conduct of its inquiries. Requests for work and reports from internal audit will be channelled through the Accounting Officer, to whom the CFO reports. The Audit Committee is authorised to obtain independent professional advice if it considers this necessary.

7.3.7.3 The specific duties of the Committee are to:

7.3.7.3.1 Review the risks to internal financial control of the Trust and establish a programme of work to address these risks, inform the statement of internal control and value for money statement, and so far as is possible, provide assurance to external auditors.

7.3.7.3.2 Review the effectiveness of the Trust's internal controls to ensure that the aims, objectives and key performance targets of the Trust are achieved.

7.3.7.3.3 Ensure that the Trust's internal control systems meet, or exceed the standards specified in the Academies Financial Handbook and complies in all other respects with these guidelines.

7.3.7.3.4 Ensure that the Trust is independently audited by an approved registered auditor.

7.3.7.3.5 Recommend to the Board the appointment (or re-appointment) of the Trust's auditors as required.

7.3.7.3.6 Ensure that a copy of the auditor's letter of engagement is submitted to the ESFA with the annual accounts and management letter.

7.3.7.3.7 Respond to the Auditor's management letter and report and inform the Trustees of any significant issues.

7.3.7.3.8 To monitor the implementation and operation of the Trust's Financial Policy and Procedures by the appointment of 'an independent reviewer'.

7.3.7.3.9 Consider internal reports, and recommend to the Finance Committee / Board of Trustees as appropriate to respond to findings.

7.3.7.3.10 Review the operation of the Trust's code of practice for Trustees and code of conduct for staff.

7.3.7.3.11 Review annually the Trusts Health and Safety policy, ensuring it meets all requirements of relevant legislation.

7.4 Trust Leadership Team

7.4.1 Membership

7.4.1.1 Membership will consist of:

7.4.1.1.1 Chief Executive

7.4.1.1.2 CFO

7.4.1.1.3 Deputy Trust Leader

7.4.1.1.4 School Improvement Adviser

7.4.1.1.5 Any external adviser commissioned to support the TLT

7.4.1.1.6 The Chief Executive will keep the membership of the group under review as the Trust develops.

7.4.2 Chairing

7.4.2.1 The meeting will be chaired by the Chief Executive

7.4.3 Pattern of Meetings

7.4.3.1 The team will meet frequently during term time at the direction of the Chief Executive.

7.4.4 Roles and responsibilities

7.4.4.1 To be responsible for the strategic management of the Trust including:

7.4.4.1.1 Prioritisation and deployment of resources to ensure the highest quality of education in all of its Academies

7.4.4.1.2 Financial management and planning

7.4.4.1.3 Building and asset management

7.4.4.1.4 Staffing and organisation, recruitment

7.4.4.1.5 ICT Strategy and management

7.4.4.1.6 Development of agendas for Local Governing Teams and supporting paperwork
To ensure that all Trust policies remain relevant and up to date, and are fully and consistently deployed.

7.4.5 Risk Management

- 7.4.5.1 Monitoring and maintenance of the Trust risk register
- 7.4.5.2 Provide regular reports to Trustees and escalating risks as necessary

7.4.6 Strategic Growth and Development

- 7.4.6.1 Commissioning and delivery of trust projects
- 7.4.6.2 Commissioning of Project Management of academy conversions

7.4.7 Horizon Scanning

7.4.7.1 To ensure the Trust remains up to date with existing and future national, regional and local developments as may impact on the Trust, including (not exclusively) government legislation, policies, economic and demographic factors, local government, academy developments.

7.4.8 Board of Trustees

- 7.4.8.1 Planning and preparatory work for the BoT in support of any strategic decisions.

7.5 Trustee Academy Advocate/Link Trustee

7.5.1 Structure

- 7.5.1.1 Each academy will have a designated “Academy Advocate”
- 7.5.1.2 The Academy Advocate will be a Trustee

7.5.2 Purpose

- 7.5.2.1 To liaise with the Headteacher about current initiatives and issues within the academy
- 7.5.2.2 To ensure that individual academies have a direct linkage with the Board
- 7.5.2.3 To add knowledge and understanding of individual academies for strategic Board decisions
- 7.5.2.4 To be a visible representative of the Trustees for all stakeholders in the academy

7.5.3 Records

- 7.5.3.1 All visits to individual academies by Academy Advocates will be recorded centrally by the Trust office.

7.6 Local Governing Teams

7.6.1 All academies will have a Local Governing Team unless the Board of Trustees determine otherwise. The constitution of each LGT may vary according to the performance of the individual academy and its capacity to improve. The LGT will, have duties delegated to it by the Board of Trustees and it will be the responsibility of the Board of Trustees to ensure that the LGT is exercising these functions in line with the relevant duties. The LGT will have a role as determined by the Board of Trustees.

7.6.2 Constitutional Framework

7.6.2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement and a Supplemental Funding Agreement in relation to the Academy both entered into with the Secretary of State (together the “Funding Agreements”).

7.6.2.2 The Trustees are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of the Trust;

7.6.2.3 The Local Governing Team is a Committee of the Trustees established pursuant to the Articles of the Trust;

7.6.2.4 Legal responsibility for the Academy lies with the Trustees. It is governed by the Trustees, who use advice and support from the Academy’s Local Governing Team, particularly (but not limited to) strategic planning and the specific matters delegated under these Terms of Reference;

7.6.2.5 Subject to provisions of these Terms of Reference, the Companies Act 2006, the articles and to any directions given by special resolution of the Trustees, the business of the Academy shall be managed by the Local Governing Team who may exercise all the powers of the Trustee, other than matters concerning finance, staffing and site which are under the remit of the Trustees;

7.6.2.6 The Trustees will assess the capacity of the LGT of its sponsored academies. They may then establish an Academy Improvement Board or a smaller, more strategic LGT until such times as the academy is judged to be good or better. Following that judgement, the LGT will be reconstituted in line with the Memorandum and Articles of Association of Embark Federation.

7.6.2.7 Academies are judged by the CEO, based on rigorous use of performance data this will be reflected in their governance arrangements. While the Trust will be cognisant of the last inspection grade, the Trust leadership team will continuously review the performance of all individual academies and will agree, with Headteachers, a current performance grade. This current performance grade will, then, be used to determine the support needed for each individual Academy and, the level of decision making delegated to the Academy. For schools where the Trust determines performance to be effective or better, the maximum levels of delegation will apply. Where performance is less than effective, Trustees reserve the right to limit delegated decision making levels. This will be determined by Trustees on the advice of the CEO. For schools with

significant weaknesses, the Trust reserves the right to replace the LGT with an Academy Improvement Board (AIB) (see 7.7 below).

7.6.2.7 A school with a separate Foundation will always

7.6.3 Responsibilities of the Local Governing Team

7.6.3.1 The Trustees will, in consultation with the Local Governing Team

- 7.6.3.1.1 set the aims and objectives of the Academy;
- 7.6.3.1.2 determine the educational vision of the Academy,
- 7.6.3.1.3 determine the Academy's development plan;
- 7.6.3.1.4 determine and implement of the admissions policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice;
- 7.6.3.1.5 ensure all LGT's receive appropriate and relevant training;
- 7.6.3.1.6 agree annual performance targets for all year groups in each Academy;
- 7.6.3.1.7 agree a differentiated decision making framework for financial and other resources decisions;
- 7.6.3.1.8 adopt and implement all statutory policies and Embark Federation policies.

7.6.3.2 The Trustees delegate the day to day running of the Academy to the Local Governing Team and specifically the following duties:

- 7.6.3.2.1 ensure that the strategic aims and objectives of the Trust are implemented and embedded
- 7.6.3.2.2 maintenance of the Academy's estate in accordance with the guidelines established by the Trust;
- 7.6.3.2.3 maintaining a fixed asset register;
- 7.6.3.2.4 notifying the Trust of any changes to fixed assets used by the Academy;
- 7.6.3.2.5 ensure that the systems and processes agreed by the Trustees are implemented to comply with statutory regulations and the Funding Agreements;
- 7.6.3.2.6 establish and regularly monitor an academy risk register;
- 7.6.3.2.7 monitoring the academy budget;
- 7.6.3.2.8 ensure that effective arrangements are put in place in relation to performance of management of staff
- 7.6.3.2.9 put in place effective arrangements for the engagement and involvement of parents in the decision making.

7.6.3.3 Each Local Governor shall act in the best interests of the Academy at all times.

7.6.3.4 The Local Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy.

7.6.4 Composition of Local Governing Team

7.6.4.1 The Local Governing Team will need the skills and experience to drive school improvement. Important therefore that Trustees carry out a skills audit of prospective governors.

- 7.6.4.1.1 local governing bodies should be no bigger than necessary to secure the range of skills they need as smaller governing bodies are likely to be more cohesive and dynamic.
- 7.6.4.1.2 an important consideration in the appointment and election of new governors is that they have the skills, knowledge and experience to complement existing governors.
- 7.6.4.1.3 all local governors are subject to an enhanced DBS check.
- 7.6.4.1.4 steps will be taken to inform parents and staff elections so that the electorate understands the extent to which nominated candidates possess the skills required by the governing body.
- 7.6.4.1.5 the Local Governing Team will set out clearly in the published recruitment materials, the nature of the role, the training available, the governing bodies expectations of them and any skills or willingness to learn to help the governing body improve its effectiveness address any specific challenges it may be facing.
- 7.6.4.1.6 New local governors should evidence the skills and experience required by the governing body, their commitment to training and how they plan to contribute to the future work of the Local Governing Team. Those local governors seeking re-election should explain contributions to the governing body.
- 7.6.4.1.7 the effectiveness of the Local Governing Team will be reviewed on a regular basis.

7.6.4.2 The membership of the Local Governing Team shall be determined in accordance with the following provisions:

- 7.6.4.2.1 The total membership shall normally be not less than 7 and not more than 10.
- 7.6.4.2.2 The membership shall comprise:
 - 7.6.4.2.2.1 the Headteacher;
 - 7.6.4.2.2.2 2 Parent Members;
 - 7.6.4.2.2.3 2 employees Members (one teaching and one nonteaching);
 - 7.6.4.2.2.4 at least four other Members appointed by the Trust and, in particular, reflecting the local community which the academy serves. NB On all Local Governing Bodies, the majority of Local Governors must be appointed by/associated with the Trust.
 - 7.6.4.2.2.5

7.6.4.3 Within the Local Governing Team there must also be governors who are nominated to lead on the following positions:

- 7.6.4.3.1 Special Educational Needs and Disability (SEND)
- 7.6.4.3.2 Safeguarding
- 7.6.4.3.3 Health & Safety
- 7.6.4.3.4 Curriculum and Standards

7.6.4.4 The Local Governing Team may continue to act notwithstanding a temporary vacancy in its composition.

7.6.5 Resignation & Removal

7.6.5.1 A Local Governor may at any time resign his office by giving notice in writing to the Clerk to the Local Governing Team.

- 7.6.5.2 A Local Governor shall cease to hold office if they are removed by the person or persons who appointed them. This provision does not apply in the case of the Parent or Staff Member.
- 7.6.5.3 The Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the Academy.
- 7.6.5.4 The Headteacher and any Staff Member shall automatically cease to hold office if he ceases to be associated with the Academy in the capacity in which he was appointed or elected.

7.6.6 **Persons ineligible to be local governors**

7.6.6.1 No person shall be qualified to be a Local Governor unless they are aged 18 or over at the date of his/her election or appointment.

7.6.6.2 A Governor shall cease to hold office if:

- 7.6.6.2.1 they become incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.
- 7.6.6.2.2 they are absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that this office be vacated.
- 7.6.6.2.3 they are disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

7.6.6.3 A person shall be disqualified from holding or continuing to hold office as a Governor;

- 7.6.6.3.1 if their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; they are the subject of a bankruptcy restrictions order or an interim order.
- 7.6.6.3.2 if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
- 7.6.6.3.3 at any time when they are:- included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or disqualified from working with children under section 35 of the Criminal Justice and Court Services Act 2000.
- 7.6.6.3.4 if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- 7.6.6.3.5 where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 7.6.6.3.6 if they have not provided to the Chair of the Trustees a criminal record certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the Chair confirm their unsuitability to work with children that person shall be

disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

- 7.6.6.3.7 where a person becomes disqualified from holding, or continuing to hold office as a Governor and they are, or are proposed, to become such a Governor, they shall upon becoming so disqualified give written notice of that fact to the Secretary.

7.6.7 Term of Office

- 7.6.7.1 Any Local Governor shall hold and vacate office in accordance with the terms of their appointment but (except in the case of the Principal) the length of their term of office shall not exceed four years.
- 7.6.7.2 Governors retiring at the end of their term of office shall be eligible for re-appointment at the discretion of the Local Governing Team.

7.6.8 Conflicts of Interest

- 7.6.8.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Local Governors.
- 7.6.8.2 Any Local Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Local Governor shall disclose that fact to the Local Governors as soon as he becomes aware of it. A Local Governor must absent himself from any discussions of the Local Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

7.6.9 Appointment of Chair and Vice-Chair

- 7.6.9.1 The Chair of the Local Governing Team will be elected by the Local Governing Team every year for a 1 year term.
- 7.6.9.2 The Vice-Chair of the Local Governing Team will be elected by the Local Governing Team every year for a 1 year term
- 7.6.9.3 The Trust Board will approve the Chair, such consent shall not be unreasonably withheld

7.6.10 Meetings of the Local Governing Team

- 7.6.10.1 The Local Governing Team shall meet at least three times in every academic year, and shall hold such other meetings as may be necessary.
- 7.6.10.2 The minute taking and circulation of agendas and papers will be arranged by the academy through the appointment of a Clerk.
- 7.6.10.3 All meetings shall be convened by the Clerk to the Local Governing Team, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 7.6.10.4 A meeting of the Local Governing Team shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his/she absence, the Vice- Chair may waive the need for seven days' notice of the meeting and substitute such notice as he/she

thinks fit.

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

7.6.11 Quorum

7.6.11.1 Meetings of the Local Governing Team shall be quorate if three or one-third of Members are present (whichever is greater).

7.6.11.2 If the number of Governors assembled for a meeting of the Local Governing Team does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Local Governing Team the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

7.6.11.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

7.6.12 Proceedings of Meetings

7.6.12.1 Every question to be decided at a meeting of the Local Governing Team shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

7.6.12.2 A Governor may not vote by proxy.

7.6.12.3 No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

7.6.12.4 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Team at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

7.6.12.5 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).

7.6.12.6 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

7.6.13 Minutes and Publication

7.6.13.1 At every meeting of the Local Governing Team the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

7.6.13.2 The Clerk to the Local Governing Team shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to Embark Federation central team.

7.6.14 Responsibilities of the Headteacher

7.6.14.1 Subject to responsibilities of the Local Governing Team and the policy statements of the Trust, the Headteacher shall be responsible to the Local Governing Team for:-

- 7.6.14.1.1 implementing the agreed **policies and procedures** laid down by the Trustees and Local Governing Team this includes the implementation of all statutory regulations;
- 7.6.14.1.2 advising the Local Governing Team on **strategic direction, forward planning and quality assurance including standards and finance**;
- 7.6.14.1.3 the **leadership and management** of the Academy;
- 7.6.14.1.4 the day to day **admission of pupils**;
- 7.6.14.1.5 the maintenance of **good order and discipline** by the pupils including their suspension and/or exclusion within the framework laid down by the Local Governing Team; and
- 7.6.14.1.6 all such additional functions as may be assigned under the job description or contract of employment.

7.6.15 Amendments to these Terms of Reference

7.6.15.1 This document has been approved by the Trustees and shall be subject to review at the first meeting of the Trustees in each academic year and may be subject to amendment by them.

7.6.16 Copies of Terms of Reference

7.6.16.1 A copy of this document, and of any rules, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy and the Trust.

7.6.17 EFFECTIVE DATE

7.6.17.1 These Terms of Reference shall come into effect on 15th May 2023

7.7 REMIT FOR AN ACADEMY IMPROVEMENT BOARD (“the AIB”)

7.7.1 Purpose

7.7.1.1 The AIB will be established by the Embark Federation Board to secure the rapid turnaround of an Academy. Whilst the AIB is in place, the Scheme of Delegation for the Local Governing Team shall be suspended.

7.7.1.2 The AIB shall meet at least twice a term, more if necessary and shall report directly to the Embark Federation Board, who will be supported by the CEO and senior Trust staff. Additional reporting may also be necessary to the Department for Education if any warning notices have been served under the Supplemental Funding Agreement.

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

7.7.2 Membership

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

7.7.3 Review

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

7.7.4 Ethos & Vision

7.7.5.1 Support the actions of the Embark Federation Board in developing and sustaining a clear educational vision, ethos and direction for the Academy which is consistent with the vision and values of Embark Federation, acknowledging at the same time the uniqueness of the Academy and the contribution it makes to the Embark Federation community of schools and the wider community

7.7.5.2 Assist with the communication of the Embark Federation vision within the Academy's community, reinforcing the Academy's identity as a school within the family of Embark Federation.

7.7.5 Leadership, Governance & Compliance

7.7.5.1 Take the lead in the development of a 12/24 month Action Plan for the Academy which is consistent with Embark Federation overall strategic objectives and identifies appropriate priorities for the Academy as well as the targets for improvement and specific actions to be taken. The Action Plan will be consistent with any established priorities agreed by the Embark Federation Board.

7.7.5.2 Advise and report to the Embark Federation Leadership Team on the implementation of the Action Plan, identifying any further financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.

7.7.5.3 Review the performance of the Academy's senior leadership team, implementing any necessary staffing changes and supporting the Executive Principal who will directly line manage the Headteacher or Headteacher Designate.

7.7.5.4 Review and if necessary establish systems and procedures in the Academy, which prioritise continuous school improvement, provide for sufficient challenge and feedback and enable support to be accessed from the Leadership and Executive Teams where available.

7.7.5.5 Promote the re-establishment in due course of the Local Governing Team for the Academy, carrying out a skills and capacity audit of governors and advising the Leadership Team of any shortages and governor training needs.

7.7.5.6 Encourage and facilitate the coming forward of individuals who can serve on the Local Governing Team, supporting the training of governors and leaders as appropriate and ensuring there is sufficient diversity of skills, appropriate experience and capacity to provide meaningful support to the Academy's leadership team (whilst reporting directly to Embark Federation Board).

7.7.5.7 Responsibility/Delegated Authority

7.7.5.7.1 Have regard to the public sector equality duty in the performance of any duty.

7.7.5.7.2 Act in accordance with the terms of the Embark Federation Master and Supplemental Funding Agreements, the Embark Federation Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.

7.7.5.7.3 Ensure that at all times the Academy is meeting any legal requirements and duties.

7.7.6 Finance & Risk Management

7.7.6.1 Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of Embark Federation as trustees of charitable assets and as recipients of public money.

7.7.6.2 Review and set the budget, identifying all expenditure and income of the Academy, acknowledging any amounts to be set aside for Embark Federation central costs and reserves and contributing to any discussions initiated either by the Embark Federation Board or the Leadership Team in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.

7.7.6.3 Implement and introduce (if necessary) the systems of financial and risk reporting in respect of the Academy that are required by Embark Federation Board, reporting as required (including to any internal audit committee or to the external auditors) and highlighting any specific risks which might jeopardise the fulfilment of the Action Plan for the Academy.

7.7.6.4 Implement any Embark Federation policy for the approval and signing of contracts (including the Embark Federation Financial Procedures Policy), ensuring that all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy, the Regional Board or the Trust Board to undue risk.

7.7.7 Standards & School Improvement

7.7.7.1 Carry out an immediate review of the standards of teaching and learning in the Academy and agree with the Embark Federation CEO and the Executive Principal in line with the Action Plan the specific actions to be taken to address areas of weakness, working with the Academy's leadership team and facilitating the sharing of best practice with other Embark Federation Academies. These will be formalised in the Action Plan.

7.7.7.2 Responsibility / Delegated Authority

7.7.7.2.1 Review the current curriculum and advise the Leadership Team and Embark Federation Board on any changes to be made to the curriculum so that it meets the Academy's specific needs (and the priorities identified in the Action Plan) and has regard to:

- 7.7.7.2.1.1 Any nationally recognised curriculum
- 7.7.7.2.1.2 the obligation to provide religious education, sex education and physical education
- 7.7.7.2.1.3 special educational needs
- 7.7.7.2.1.4 national testing and attainment targets, and
- 7.7.7.2.1.5 any teaching objectives and priorities adopted by the Trust Board for all Academies.

7.7.7.2.2 Report to the Executive Principal and Embark Federation Board on the targets for the relevant Key Stages, identifying any threats to the attainment of targets and advising on steps being taken to address poor performance measured against such targets, facilitating any intensive work required to improve immediate prospects.

7.7.8 Staffing

7.7.8.1 In agreement with the Embark Federation CEO and the Headteacher (but having regard to the advice of the Academy's leadership team where appropriate), review the current staffing structure for the Academy, identifying:

- 7.7.8.1.1 the optimum number of staff required to be employed at the Academy
- 7.7.8.1.2 the levels of the posts required
- 7.7.8.1.3 the role responsibilities of all staff currently employed
- 7.7.8.1.4 any changes to be made in the staffing structure, and/or
- 7.7.8.1.5 any training needed to support the teaching and learning priorities.

7.7.8.2 Responsibility / Delegated Authority

7.7.8.2.1 Implement the staffing structure agreed with the Embark Federation CEO, advising on the timescale and risks attached to achieving the required outcomes and otherwise, appointing all new staff to work in the Academy and supporting the Academy's leadership team in the on-going review of the performance of all existing staff to ensure that proper standards of professional performance are established and maintained.

7.7.8.2.2 Embark Federation CEO, in consultation with the AIB, shall undertake any appointment of the Headteacher.

7.7.8.2.3 Ensure the implementation of the HR policies adopted by Embark Federation Board, including recruitment and restructuring, new pay and performance management policies put in place by Embark Federation Board for all teaching and non-teaching staff employed at the Academy, ensuring all affected staff of the Academy are kept informed and consulted as necessary.

7.7.8.2.4 Implement any written policy put in place by Embark Federation Board for the appraisal of all teaching and non-teaching staff who work in the Academy, having regard to the objectives of the Academy's Action Plan and the need to secure rapid improvement and ensuring all staff of the Academy are kept informed and consulted as necessary.

7.7.8.2.5 In conjunction with the Executive Principal, carry out the performance management and appraisal of the Headteacher, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the

performance management and appraisal of all other staff and advising the Leadership and Executive Teams of any on-going areas of weakness or concern or where additional support and/or training is required.

7.7.8.2.6 Advise the Leadership and Executive Teams and Embark Federation Board on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any overall Embark Federation programme for the development of the Headteachers and other key leadership appointments.

7.7.8.2.7 Implement any written policy for staff disciplinary and grievance procedures put in place by Embark Federation Board and, where appropriate, advise on and support the Academy's leadership team on the implementation of the same.

7.7.8.2.8 In conjunction with the Headteacher, undertake any disciplinary or grievance procedure for the Headteacher and other members of the Academy's leadership team, reporting to the Embark Federation CEO and noting any right of appeal to Embark Federation Board.

7.7.8.2.9 Facilitate discussion with staff representative bodies, including the unions, at both Embark Federation Board level and within the Academy.

7.7.9 Premises & Resources

7.7.9.1 Formulate, implement and keep under review a policy for safeguarding and health and safety at the Academy, having regard to any advice issued by the Leadership and Executive Teams from time to time.

7.7.9.2 Provide such advice and information as may be required from time to time to enable Embark Federation Board to take out and review the level of insurance cover for the Academy and, at the request of the Leadership and Executive Teams, undertake appropriate and regular risk assessments.

7.7.9.3 Advise and report to the Leadership Team on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding. No significant capital works will be undertaken or commissioned by the AIB without the express written consent of the Leadership Team and Embark Federation Board.

7.7.9.4 Ensure any works to the school premises are carried out by appropriately qualified workers, notifying the insurers as appropriate.

7.7.9.5 Ensure any use of the school premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by Embark Federation Board in relation to such matters (including any prepared on the advice of the

Embark Federation accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.

7.7.10 Delegation

7.7.10.1 The AIB may delegate any powers and responsibilities to the Headteacher of the Academy, subject to any requirements of Embark Federation Board. The AIB will ensure the eventual gradual transfer of responsibility to the Headteacher, the Academy's leadership team and the Local Governing Team is done sensitively to help successfully deliver the Academy's long term strategic plan.

8 Appendix 1

The Role of the Safeguarding Trustee/Governor

Safeguarding

Safeguarding and child protection in the Trust is governed by the current version of “Keeping Children Safe in Education (KCSIE)”.

Safeguarding is an umbrella term that covers many more aspects than just child protection. There are statutory requirements for safeguarding which the trust/local governing bodies must comply with including:

- having clear policies, strategies and procedures to ensure the safeguarding and welfare of pupils including those relating to behaviour, bullying, health and safety, harassment and discrimination
- having a named Designated Safeguarding Lead (DSL) who is a member of the SLT
- having named governor for safeguarding
- ensuring the recruitment of staff and volunteers in line with safer recruitment guidance and legislation
- having procedures in place for dealing with allegations of abuse against members of staff or volunteers

The Trust Board

The statutory requirements for safeguarding which Trustees must comply with include:

- having an agreed, written child protection policy that is reviewed annually and shared with parents
- having a named designated safeguarding lead who is a member of the SLT
- having a named Trustee for safeguarding having child protection procedures in place ensuring that there is training at an appropriate level for staff recruiting staff and volunteers in line with safer recruitment guidance and legislation
- having procedures in place for dealing with allegations of abuse against members of staff or volunteers
- ensuring that a Single Central Record (a legal requirement in the recruitment and vetting process for all schools) is fully up to date.

It should also be noted that neither the Board nor the Safeguarding Trustee has a role in dealing with individual cases or a right to know case details. The role is more strategic and should focus on being aware of how much child protection work the academy is involved in to ensure that the trust’s statutory responsibilities are adequately resourced. To the end, the Safeguarding trustee must support the DSL by making sure that role is properly and adequately resourced.

The Safeguarding Trustee/Governor

The safeguarding trustee/governor has a key role in keeping a focus on safeguarding. He/she is responsible for ensuring that safeguarding matters are kept on the agenda at board meetings and that trustees are kept informed about new legislation and the effectiveness of academy practice.

The safeguarding trustee/governor should meet with DSLs on a regular basis to look at their workload and to discuss any emerging themes that might require resource. Developing a strong and supportive relationship with DSLs allows him to be honest about how well s/he is coping with the demands of the job. Regular meetings between the Safeguarding Governor and DSL should take place to facilitate this.

There is much focus on local procedures and therefore all safeguarding procedures must now take into account the Local Safeguarding Children Board (LSCB) procedures. The DSL and responsible trustee will need to ensure that they are familiar with the local procedures which will differ depending on the locality of each academy.

Finally, the Designated trustee/governor should check that staff and trustees/governors are appropriately training and keep their own child protection knowledge up to date.