NCLT

Governance Framework

2022/23

Other relevant documents: Schemes of Delegation for Sixth Form Colleges and Academies; the Register of Interests.

Contents

Who are we?

We are a small academy Trust formed from a traditional sixth form college, and two new sixth form colleges established in areas of educational underachievement, low levels of progression to higher education and low aspiration through the free schools' framework.

In December 2020 Wingfield Academy an 11-16 school in Rotherham joined our Trust as the first pre-16 school.

Our Journey

- Our journey started in 2014, when the senior leadership at New College Pontefract used their "outstanding" Ofsted judgement as the platform for sharing that success with a larger number of young people and other educational providers.
- We were successful in achieving teaching school status, forming a powerful alliance of partners from early years through to FE.
- Re-designing our sixth form college to an academy and establishing a multi-academy Trust enabled us to set up two sister colleges under the free schools agenda.
- Together with the founding college, these colleges are located in areas of educational disadvantage, with lower than average rates of university progression.
- We want to provide a model for educational excellence which will enable young people to succeed and progress, transforming their own lives and enriching their communities.

Our approach
The team behind the New Collaborative Learning Trust call this approach and this vision "Take one child"

Take one child from a family in which nobody has been to university and from a neighbourhood where nobody has been to university, and give them an excellent education to equip them for higher education, or to progress as far as their talent and ability allow. This child will give back something rich and strengthening to the family who raised it, to the schools who educated it and to the neighbourhood in which it grew up.

Multiplying that child by 2,500 in Pontefract and by 1,500 in Doncaster, 1,500 in Bradford and 900 in Rotherham, results in an educational model for social mobility which will help break the well-documented link between poverty and poor life chance.

Our Vision

Vision - Our colleges and school will make a significant difference to the lives of young people. As a result, together we will make a positive contribution to social mobility.

Commitment- To provide an outstanding, consistent experience through collaboration.

Our Values – The 5 Cs

Candour – To be open, honest and fair to everyone

Challenge – To have high expectations of ourselves and each other

Collaboration – To learn from each other for the benefit of all

Commitment – To be dedicated, resilient and strive for continuous improvement

Care - To be considerate of others and their needs

Excellence in education should be everyone's right
We believe that high quality education should not be the preserve of those living in the right catchment areas. That's why as a Trust we have targeted geographical regions of educational underperformance, where we can make a significant impact on the lives of the region's young people.

**Thinking in hundreds, counting in ones**
Although we work with thousands of young people, it's important to us that we treat every student as an individual. That's why we spend so much time interviewing young people as part of our application and enrolment process, so we understand their aims and goals well enough to ensure we have put them on the right path to success.

Learn…succeed...progress
We want every student to enjoy their time with us. Our primary focus is on their academic success, but we also provide them with a wide range of extra-curricular and super-curricular activities, from music, foreign exchanges, performance and sport through to World Challenge expeditions to India and Mozambique, and the Duke of Edinburgh Award scheme. Our young people need both academic success and life skills to help them flourish in university and the world of work.

Structure of the Trust

The Trust will be governed using a standard MAT governance model, namely with a Board of Members, a Board of Directors, and Local Governing Bodies, which we will refer to as Advisory Groups.
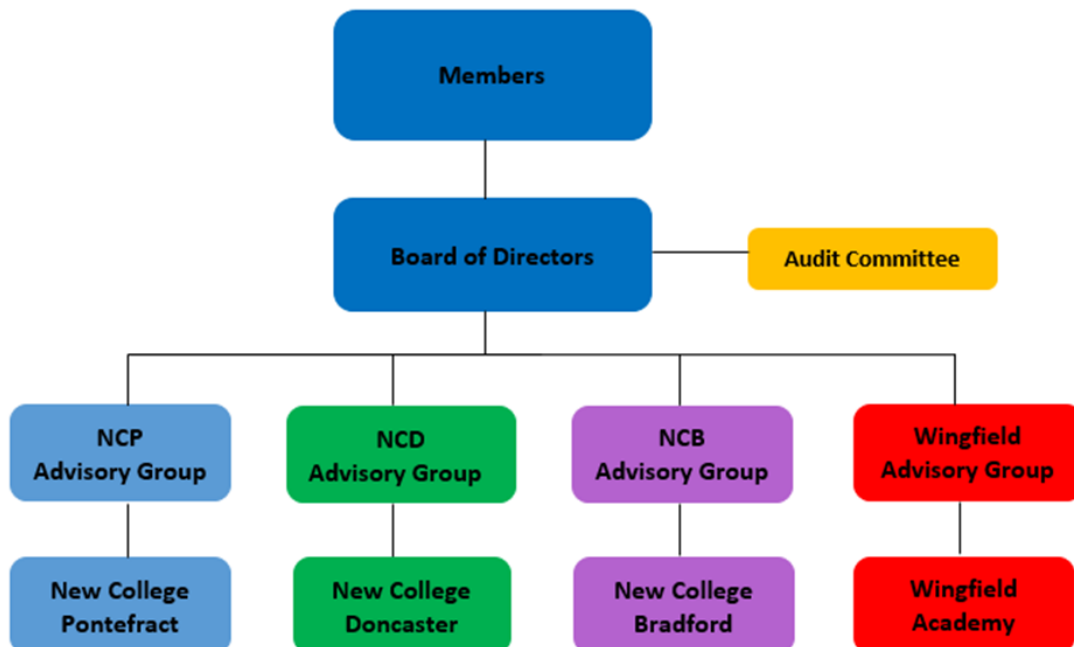
The Trust Board of **Members** will meet annually for the AGM, and more often if required.

The Trust **Board of Directors** will meet 6 times a year as a minimum (half termly), and more often if required. The Board of Directors will be supported by an Audit Committee which will meet 3 times a year (termly).

The **Advisory Groups** will meet 6 times a year as a minimum (half termly), and more often if required.

The Terms of Reference for the Advisory Groups are narrower in scope focusing on the key educational functions of each of the academies. Meeting agendas are linked explicitly and consistently to the Ofsted framework: Quality of Education, Behaviour and Attitudes, Personal Development, Leadership and Management (including Safeguarding).

This means that the focus of each Advisory Group is at local level, and that its remit is clearly to support and challenge college and school leaders on. The quality of education for, and wellbeing of all children and students.

The Audit Committee and the Education Standards Committee each meet three times a year reporting back to the Board of Directors.

Senior Trust Leaders

Richard Fletcher, CEO and Executive Principal NCP
Jo Vickers, COO NCLT
Lauren Walker, Director of HR
Chelsea Branson-Webster, Director of Quality of Education
Helen Jackson, Director of Curriculum and Education
Dave Hunt, Director of Finance
Vicky Marks, Principal NCP
Brendon Fletcher, Principal NCD
Stuart Nash, Principal NCB
Andy Woodcock, Director of MIS, Exams and Student Services
Phil Davis, Headteacher Wingfield Academy
Jo Holden, NCLT Safeguarding Lead

Areas of expertise at each tier of governance

We have identified a range of areas of skill and expertise that are required at each tier of governance. We recognise that some individuals will serve with multiple areas of skill and experience.

Members	Directors	Advisory Groups
Education	*Education 16-18	*Education 16-18
Finance and audit	*Education 11-16	*Education 11–16
Governance	Finance and audit	Educational senior leadership
System leadership and improvement	Governance	Governance
Legal	Business	Business
	Legal	Human Resources, Industry and employment
	Human resources	Parental experience
	Estates / resource management	
	System leadership and improvement	

*This area of expertise includes Safeguarding and SEND.

Summary of individuals and their links to skills and expertise

Board of Members

	Name	Skills and expertise	Summary of current and former roles
1	Alastair Goldman	Education Governance	Dean of the Faculty of life sciences, University of Bradford
2	Linda Maxwell-Smart	Governance Educational senior leadership Education 16-18	Retired – English teacher at New College Pontefract
3	Sam Stevens	Education 11-16 Finance System leadership and Improvement	COO at Castleford Academy
4	Vacancy	Legal	
5	Vacancy		

This presents a potential board of 5, the preferred DfE size, The Chair of the Board of Directors will report to the Board of Members to ensure effective communication though an annual report. There is a very high level of independence and a range of high-level skills within the group. The members are invited to shadow Board of Directors meetings during the academic year to provide quality assurance.

Board of Directors

	Name	Skills and expertise	Summary of current and former roles
1	Diane Heritage (Chair)	Educational system leadership and improvement	DfE – NCTL teaching schools, Senior Associate Education Endowment Foundation, Leadership Consultant, former head teacher
	Richard Fletcher (ex-officio)	16-18 Education and Leadership 11-16 Education and Senior Leadership	CEO of NCLT Executive Principal New College Pontefract
2	Bev Foster	Skills / Business / Economy Project work Financial services Safeguarding & SENCo lead	WYCA – West Yorkshire Combined Authority
3	Deborah Green	Higher and Further Education Strategic Leadership Marketing Student Recruitment	CEO of ucisa / Consultant
4	Anthony Dee (Chair of NCP AG)	Governance experience Management	Part-time coach driver Significant governance experience
5	Neil Kaiper-Holmes (Chair of Audit Committee)	Industry and employment Finance and Business	Medical General Practitioner and businessman. Has been a Director for 14 companies and Chair of 2.
6	Jasbir Singh	Public Sector/Voluntary sector Business/Politics Safeguarding	Safeguarding officer for Conservative Party
7	Jo Twiby	Education 11-16 Examiner Education Senior Leadership	Director of Teaching School, Delta Academy
8	Michael Phagurey	Finance Risk and Accounting Public Sector	Chartered Accountant for NHS
9	Vacancy		
10	Vacancy		

Audit Committee

	Name	Skills and expertise	Summary of current and former roles
1	Patricia Bryn-Jones	Finance Business and Management Governance	Strategic finance professional, with extensive management experience, business planning and project management at senior level

2	Mark Jefferies	Business and Management Finance Governance Industry and employment	Managing Director
3	Neil Kaiper-Holmes (Chair)	Business and Management Governance Finance Industry and employment	Medical General Practitioner and businessman. Has been a Director for 14 companies and Chair of 2.
4	Ashley Reed	Finance Business Management	Director of Finance BDAT, experience in accountancy ranging from simple record keeping to preparation and submission of final accounts
5	Vacancy		
6	Vacancy		
	Joanna Vickers (ex officio)	Education and Leadership Audit and Finance Governance Business	COO, New Collaborative Learning Trust
	Richard Fletcher (ex-officio)	16-18 Education and Leadership 11-16 Education and Senior Leadership	CEO of NCLT Executive Principal New College Pontefract
	David Hunt (ex-Officio)	Audit and Finance	Director of Finance NCLT

Terms of Reference: Board of Members

Membership:	• 5 Members, co-opted by the Members when a vacancy arises Employees of the Trust may not be Members. Chair of Board of Directors should not serve on members
Chair:	Appointed by the Board of Members from within their number.
Quorum:	Any three Members, or where greater, any one third (rounded to a whole number) of the total number of Members holding office at the date of the meeting
Clerk:	The Board of Directors will appoint a clerk for such term
Frequency:	1 AGM per year and other meetings as required
Method of Reporting	The Board of Members must publish an annual report and meet its statutory responsibilities in terms of the Trust's accounts.
Overall Purpose of the Board of Members:	• To ensure that the Trust and its schools and colleges are acting in accordance with the purpose of the Trust • To ensure that the Trust is well led by an effective Board of Directors and to oversee the performance of the Trust In carrying out all its responsibilities the Board of Members must act: • Without fear or favour • In accordance with any general principles and policies set by the Board of Members • In partnership with the Board of Directors, Advisory Groups, senior school and college leaders • In accordance with statutory requirements.
Governance	• To appoint and remove Directors • To appoint and remove the Chair of the Board of Directors • To co-opt Members and remove Members • To appoint and remove the Chair of the Board of Members • To review the performance of the Board of Directors, individual Directors and its chair • To ensure that the Board of Directors has introduced effective systems for measuring the performance of the Trust as a whole and the schools and colleges within it, Advisory Groups, in addition to individual Directors and advisors • To approve and amend the terms of reference of the Board of Directors • To approve and amend the Trust's memorandum and articles of association • Appoint and removal of internal and external auditors following recommendation from the Audit Committee

Reporting	• To ensure that an annual report is produced which evaluates the performance of the Trust as a whole and which signs off the financial statements of the Trust
Human Resources	• To contribute to the recruitment and selection process of the CEO as set out in the Scheme of Delegation • To conduct any disciplinary/capability/grievance hearings in relation to the Chair of the Board of Directors as set out in the Code of Conduct
Finances and Legal	• To take legal or financial decisions relating to the activities of the Trust, as set out in the Academy Trust Handbook.

Terms of Reference: Board of Directors

The Board of Members reserves the right to withdraw any of the powers and responsibilities of Board of Directors, or make amendments to these terms of reference, without notice.

Membership:	- CEO *(ex officio)* - No fewer than 6 and no more than 12 Directors appointed by the Board of Members Employees of the Trust may not be Directors, with the exception of the CEO.
Chair:	Appointed by the Board of Members, must not be an employee of the Trust.
Quorum:	Any three Directors, or where greater, any one third (rounded to a whole number) of the total number of Directors holding office at the date of the meeting
Clerk:	The Board of Directors will appoint a clerk for such term
Frequency:	A minimum of 6 per year, half termly.
Method of Reporting to the Board of Members:	Minutes of Board of Directors meetings will be submitted to the Board of Members once they have been approved at the following meeting. The Chair of the Board of Directors will present an annual report to the Board of Members.
Overall Purpose of the Board of Directors:	1) To ensure that the Trust and its schools and colleges operate in accordance with the Trust's purpose. 2) To support the ethos, culture and values of the Trust 3) To provide support and challenge for the CEO, ensure high quality leadership within the Trust, and ensure that senior Trust leaders are held to account for the Trust's performance 4) To provide support and challenge to ensure high quality governance within the Board of Directors and Advisory Group 5) To ensure that resource allocation, policies, governance and leadership deployment across the Trust ensure high quality provision, strong outcomes for students and strong improvement where required, throughout the Trust 6) To have overall responsibility for finances, assets and contracts within the Trust and ensure transparent systems of prudent and effective internal controls, including assessment and management of risk 7) To ensure that the Trust's performance is driven by detailed and effective improvement plans 8) To determine policies and frameworks which apply across the Trust as a whole, as appropriate 9) To ensure that systems and services provided centrally by the Trust are of a high quality

	In carrying out all its responsibilities the Board of Directors must act: • Without fear of favour • In accordance with any general principles and policies set by the Board of Members; • In partnership with the Advisory Groups, Trust Directors and senior Trust leaders • In accordance with statutory requirements.
Strategy	1) To endorse annually the 3-year strategic plan for the Trust as a whole 2) Review the progress of the Trust in relation to these strategic plans
Quality, Standards and Performance	1) Upholding the Trust's standards of conduct and values 2) Review the performance of the Trust as a whole and each of the schools and colleges within it 3) Ensure that robust self-evaluation and improvement planning takes place at all levels of the Trust and that Advisory Groups are reviewing progress and taking appropriate steps to drive improvement
Governance	1) Appoint each Advisory Group, the Chair and approve resignations and appointments 2) Ensure that robust systems are in place for measuring and managing the performance of both the Board of Directors and Advisory Groups 3) Determine and implement effective auditing to ensure that Advisory Groups and the Board of Directors are served by individuals covering the breadth of skills and experience required to support effective governance 4) Remove advisors where performance does not meet expected standards, or suspend advisors where appropriate 5) Ensure sound management, administration and governance of the Trust and its schools and colleges and ensure that leaders and advisors are equipped with relevant skills, experience and guidance, underpinned by challenging and supportive appraisal 6) Inform the Board of Members of vacancies within the Board of Directors and, where appropriate, propose individuals for them to consider appointing 7) Review and amend the terms of reference and powers of Advisory Groups as appropriate, responding to the performance, needs and circumstances of the schools and colleges within each cluster and the performance of each Advisory Group 8) Determine and review the terms of reference of the Audit Committee that serves the Board of Directors, the powers it delegates to them (in line with the Articles of Association) and appoint individuals to serve them 9) Appoint or remove the Clerk and Vice Chair of the Board of Directors (if applicable) 10) Make recommendations to the Board of Members for the removal of the Chair of the Board of Directors, if appropriate 11) Determine temporary governance arrangements for newly sponsored academies, as appropriate, including the allocation of an Advisory Group, appointments and delegated powers, with strong mechanisms for close scrutiny and support by the Board of Directors

Finance, resources, estates and contracts	1) Ensure the effective financial management of the Trust and its academies ensuring compliance with general legislative requirements. Receive and review management accounts to ensure financial probity 2) Review and approve the budgets of schools and colleges, including the determination of the overall school and college budgets to be retained for core central services (resource fee) and to be allocated for procured essential services, based upon the recommendations of the finance committee 3) Ensure that the resources of the Trust are appropriately allocated to support the Trust's aims and the needs of individual schools and colleges 4) Consider recommendations about risk and financial controls from auditors and the Audit Committee 5) Review the draft financial statements prior to audit and approval of audited financial statements and Directors reports prior to submission to the Secretary of State by 31st December 6) Receive the reports of the external auditors 7) Approve any borrowing against the property and assets of the Trust in line with the terms of the Master Funding Agreement 8) Ensure the Trust achieves value for money as well as propriety in the management of funds. 9) Take decisions about the Trust's assets and finances, and reserves as set out in the Financial Regulation Policy
Human Resources	1) Contribute to the recruitment and selection process of the CEO, and other senior Trust posts, as set out in the scheme of delegation 2) Ensure that the performance of the CEO is managed effectively by the Board of Directors and by the Chair of the Board of Directors 3) Review and determine annually the criteria against which the performance of the CEO will be judged within annual appraisal 4) To determine the terms and conditions of employment of the CEO, including salary review and progression 5) To contribute to wider HR functions (such as grievances and disciplinary hearings), as set out in the scheme of delegation
Policy	1) To review and approve Trust policy, as set out in the scheme of delegation annually.

Terms of Reference - Remuneration Committee

Membership:	The Remuneration Committee is a sub-committee on the Board of Directors and it acts under delegation authority from the Board of Directors. The Committee will consist of the Chair of the Board of Directors, the Chair of the Audit Committee and one other elected Director from the Board of Directors.
Chair:	The Chair will be elected from this membership on an annual basis.
Quorum:	The Committee quorum will be two members
Clerk	Meetings of the Renumeration Committee will be minuted by the Director of Human Resources.
Frequency	The Committee shall meet as required, at least once a year.
Method of Reporting	The Remuneration Committee is a sub-committee of the Board of Directors and its minutes will be circulated to the Board.
Overall purpose	The purpose of the Remuneration Committee is to make recommendations to, and decisions on behalf of, the Board of Directors on all aspects of remuneration for the two senior post holders - CEO and COO's- pay and conditions and to set the pay framework for other senior executives within NCLT.
Attendance	The Committee may invite the two senior post holders to attend part of the meeting to allow Committee members to ask any questions about their role and responsibilities which in turn will facilitate the decision making process on remuneration. The Senior Post holders will withdraw at the request of the Chair once the discussion moves onto that in which they have or may have material interest. The Committee may invite the Director of Human Resources to attend the meeting in order to provide information and advice in relation to benchmarking of public sector salaries and other advice as is required and to minute the meetings.

Terms of Reference – Education Standards Committee

Membership:	The Education Standards Committee is a sub-committee on the Board of Directors and it acts under delegation authority from the Board of Directors (BOD). The Committee will consist of a Chair drawn from the BOD; a Post 16 educational Specialist; an 11-16 education specialist and a fourth member with specialism to be decided. These may be drawn from Members, Directors, Advisors or be solely elected to sit on this committee.
Chair:	The Chair will be elected from the BOD but may appoint a vice/deputy chair if it wishes.
Quorum:	The Committee quorum will be two members
Clerk	Meetings of the Education Standards Committee will be minuted by the governance professional.
Frequency	The Committee shall meet three times a year
Method of Reporting	The Education Standard Committee is a sub-committee of the BOD and its minutes and reports will be circulated to the Board together with any recommendations. The Audit Committee will be notified of any identified risks to be added to the risk register. An annual report will be produced by the Committee and presented to the BOD.
Overall purpose	The purpose of the committee is to hold to account the executive for standards and outcomes in all the colleges and academies and for all students. To review and monitor the impact of school improvement.
Attendance	The Committee may invite staff from the Trust to attend as required and may request external professional advice if it considers it necessary following consultation with the Chair of Directors and the CEO.
Main responsibilities	• To advise the BOD on the performance of the Colleges and Academies by reviewing and evaluating their performance data, and other data relating to behaviour and attendance. • To advise the BOD on the appropriateness of the data supplied to the Local Advisory Boards and the BOD. • To alert the Board to any educational risk of under-performance or where insufficient progress and achievement is being made or where they feel provision is not being effective. • To review the quality action plans of the Colleges and Academies and scrutinise progress towards targets.

		• To review any Ofsted inspection reports and support any development linked to student outcomes. • To review any other internal or external reports which may be commissioned. • To review the progress and outcomes of all learner groups across the trust e.g. disadvantage, SEND, LAC and students from different ethnic, social and ability groups. • To ensure that the Colleges and Academies are acting collectively in sharing good practice and appropriate support is being facilitated by the trust. • To monitor and evaluate the impact of pupil premium funding related to academic outcomes.
Role of Board of Directors		• To review the Educational Standards Committee minutes and actions, providing support and challenge where appropriate.

Terms of Reference: Advisory Group(s)

The Board of Directors reserves the right to withdraw any of the powers and responsibilities of Advisory Groups, or make amendments to these terms of reference, without notice.

Membership:	1) Principal(s) or Headteacher(s) (for each school and college that is supported by the Advisory Group) *(ex officio)* 2) At least 4 advisors appointed by the Board of Directors 3) Up to 2 Parent advisors (for the term their child(ren)are attending a NCLT academy and up to two years after if they wish to continue)
Chair:	The Chair of the Advisory Group will be appointed by the Board of Directors and must not be an employee of the Trust
Quorum:	Any three Advisors, or where greater, any one third (rounded to a whole number) of the total number of Advisors at the date of the meeting.
Clerk:	The Board of Directors will appoint a clerk for such term
Frequency:	Half-termly (six times a year)
Method of Reporting to the Trust:	Minutes of Advisory Group meetings will be submitted to the Board of Directors once they have been approved at the following meeting.
Overall Purpose of the Advisory Group:	1) To monitor and ensure high overall quality of provision within each school and college in the cluster, reflected by strong outcomes for students and high quality teaching and learning 2) To provide support and challenge for principals and to ensure high quality leadership within schools and colleges 3) To ensure that detailed performance review informs effective improvement planning, which is carefully monitored 4) To ensure that students are safe, supported and well-prepared for their futures 5) To ensure that a supportive, challenging and performance-driven culture exists within schools and colleges which ensures excellence 6) To promote cooperation and collaboration between the schools and colleges in the cluster, and more widely 7) To advise the Trust about the performance of schools and colleges, as outlined above, and to make wider recommendations where appropriate In carrying out all its responsibilities the Advisory Group must act: • In accordance with any general principles and policies set by the Trust; • In partnership with the principals/headteacher and CEO;

	• In accordance with statutory requirements.
Leadership and management	1) Ensure that the values, ethos, culture, mission, policies and strategies of the Trust permeate throughout each of the schools and colleges within the cluster. 2) Ensure that within schools and colleges, culture and relationships between leaders, staff, students and parents are based on mutual respect, trust, challenge, high expectations and accountability, so that staff and students excel. 3) Review the overall effectiveness and performance of schools and colleges in order to develop robust self-evaluation and quality improvement plans. 4) Provide review, challenge and support to ensure that schools and colleges make good progress in relation to improvement plans, strategic robust plans and targets. 5) Review quality assurance systems and standards frameworks that exist within schools and colleges and monitor their impact. 6) Ensure that a robust and incisive annual performance review (APR) is in place, in accordance with Trust policies and procedures. 7) Monitor overall staff performance and improvement, and strategies for talent management and staff development. 8) Provide challenge and support for senior leaders which sustains constant focus on the link between effective leadership, staff performance and development, and outcomes for pupil and students. 9) Provide review and challenge so that staff and resource deployment within schools and colleges best supports outcomes for students 10) Promote cooperation and collaboration between the schools and colleges in the Trust. 11) Recommend to the Board of Directors, where appropriate, individuals to be considered for appointment to the Advisory Group
Teaching, learning and assessment	1) Monitor closely the progress of students within each school and college throughout each academic year. 2) Provide challenge, support and updated performance targets where issues relating to learner progress are identified. 3) Ensure that appropriate and effective policies and frameworks for teaching, learning and assessment developed by the Trust are in place, monitored and applied consistently within schools and colleges. 4) Review the quality of teaching, learning and assessment within schools and colleges and agreeing clear targets for strengthening, using college/school quality assurance systems as a key vehicle for establishing qualitative and quantitative data, including the views of students. 5) Ensure that effective strategies are in place to constantly strengthen teaching, learning and assessment within schools and colleges. 6) Monitor the implementation of curriculum policies determined by the Board of Directors e.g. Religious Education, Sex Education, Special Educational Needs, Single Equality Duty.
Personal development, behaviour and welfare	1) Ensure that high expectations for student behaviour, attendance and punctuality permeate throughout schools and colleges. 2) Ensure that effective policies are in place for addressing student behaviour, attendance and punctuality, within parameters determined by the Board of Directors where appropriate, and that they are consistently implemented 3) Monitor closely patterns of student behaviour and attendance within each school and college throughout the year. 4) Monitor closely patterns of student exclusion within each school and college. 5) Provide challenge, support and updated performance targets where issues relating to behaviour and attendance are identified.

	6) Closely monitor retention 7) Endorse systems within schools and colleges, which ensure that students are well prepared for the next phase of learning or employment, equipped with appropriate behaviours, attitudes, employability skills, and essential skills in literacy, numeracy and ICT, and supported by high quality careers guidance. 8) Endorse systems that support the school and college leaders to ensure that pastoral provision is of consistently high quality and meets the needs of students. 9) Endorse systems that appropriate policies for tackling bullying behaviour (including online bullying and prejudice-based bullying) and/or use of derogatory language are in place and that they are effective. 10) Endorse systems that throughout schools and colleges equality of opportunity is well promoted and that there is an inclusive and open culture. Advisors should be satisfied that prejudice is not tolerated and that fundamental British values are at the heart of the schools' and colleges' work. 11) Endorse systems that schools and colleges have effective strategies in place to protect students from radicalisation and extremism. 12) Endorse systems that schools and colleges are effective in supporting the personal and social development of students. 13) Endorse systems that robust safeguarding and child protection policies and procedures are in place and implemented effectively, including the designation of a member of staff to be responsible for co-ordinating child protection within each school and college and for liaising with other agencies (including the Local Authority Safeguarding Children Board) and to receive appropriate training.
Outcomes for students	1) To review the overall attainment and progress of students within schools and colleges, including that of groups of students, and in different types of provision 2) Support the school and college leaders to ensure that the proportion of students completing courses and achieving meaningful qualifications (including English and maths) is high or improving rapidly, and that courses are relevant to students'' career aims or learning goals 3) Monitor closely the progression of completing students to positive destinations, such as further training or employment
Finance	Finance and audit functions are not performed by Advisory Groups. Financial handling will be managed centrally by the Trust. School and college budgets, financial planning, financial policies and procedures, review of management accounts will be managed by the COO and Board of Directors. Issues relating to audit and financial controls will be managed by the Trust's Audit Committee.
Human Resources	Human resources policies and procedures will largely be determined and managed centrally by the Trust, including recruitment and selection policies and procedures, pay frameworks, annual performance review (APR), discipline, grievance and capability. The responsibility of the principal/headteacher is to ensure that these policies are implemented appropriately at the school and college level, in accordance with the scheme of delegation. The responsibility of the Advisory Group is to ensure that the work of schools and colleges is carried out in accordance with such HR policies that are determined by the Trust centrally, via the Board of Directors.

Estates, contracted services and procurement	The management of estates, a range of core contracted services and large-scale procurement are managed centrally by the Trust, rather than individual schools and colleges or Advisory Groups. This includes cleaning, catering, transport, utilities, printing and IT procurement. This is in order to secure value for money and to free Advisory Groups to focus on their key responsibility of securing outstanding outcomes for students and teaching and learning. Advisory Groups must: Notify the Board of Directors if they become aware of any Health and Safety compliance concerns, accidents or near misses that have not already been reported

Terms of Reference: Audit Committee

This is a sub-committee of the Board of Directors.

Membership:	• COO and CEO *(ex officio)* • 1 from the Board of Directors • At least 2 independent appointments, appointed by the Board of Directors
Chair:	To be appointed by the Board of Directors. Must not be the COO
Quorum:	Any three Members, or where greater, any one third (rounded to a whole number) of the total number of Members holding office at the date of the meeting
Clerk:	The Board of Directors will appoint a clerk for such term
Frequency:	A minimum of 2 meetings per academic year.
Method of Reporting to the Trust:	Minutes of committee meetings will be submitted to the Board of Directors once they have been approved at the following meeting. One member of the committee will also be a Director and will present both the minutes of the meetings, relevant papers and verbal updates to the Board of Directors.
Overall Purpose of the Audit Committee:	• To ensure that transparent and effective systems of internal control are in place across the Trust • To ensure that effective external audit informs systems of internal control and management of risk • To ensure that the Trust manages risk effectively
Financial Statements	1. Review in depth the annual financial statements of the Trust. 1.1 Review and discuss with management and the external auditors the preliminary financial statements of the Trust before reporting to the Board of Directors focusing particularly on (i) the adequacy of the adopted accounting policies and practices and the financial reporting disclosures including changes thereto; (i) areas involving significant judgement, estimation or uncertainty and the provisions in the financial statements; (ii) significant proposed or implemented adjustments resulting from findings of the auditors; (iii) any unusual transactions, off-balance sheet arrangements or similar matters; (iv) the going concern assumption; (v) external audit representation letters.

	1.2 Make a proposal to the Board of Directors regarding the approval of the Trust's financial statements. 1.3 Consider accounting issues arising in respect of the Trust's affairs.
Budgets	• Review annual Trust budget and recommend its acceptance or otherwise to Board of Directors • Consider management accounts and take appropriate action to contain expenditure within the budget and report to the Board of Directors. Identify any significant financial matters and any control or potential overspend.
Internal controls	1. Review the Trust's internal control environment. In particular, the Audit Committee shall 1.1 review the management`s and the internal auditor`s reports on the effectiveness of systems for internal control and risk management (except for professional risk); 1.2 monitor and review the scope and effectiveness of the activities of the Internal Audit function including the approval of the appointment or the dismissal of the person in charge of the Internal Audit function; 1.3 review and approve the short term and long term work plan of the Internal Audit function; 1.4 consider major findings of the Internal Audit function and the adequacy of management responses to these findings; 1.5 consider whether the controls established to prevent fraud and illegal acts seem to be adequate and make sure that all major cases of fraud/illegal acts are reported to the Chair of the Audit Committee in a timely manner.
External audit	2. liaise with the Trust's external auditors. In particular, the Audit Committee shall 2.1 recommend to the Board of Members the appointment, reappointment or removal of the external auditors; 2.2 approve the audit engagement fees and terms; 2.3 discuss with the external auditors the nature and scope of the audit and ensure co-operation with the internal audit function; 2.4 consider any findings or material weaknesses in accounting and internal control that came to the external auditors` attention; 2.5 agree with the external auditors that the Chair of the Audit Committee shall be informed without delay on all observations and matters which are of importance for the duties of the Audit Committee; 2.6 oversee the Group's relationship with the external auditors and at least annually formally review that relationship; 2.7 review on an annual basis the qualification, expertise, resources and the service provided by the Group's external auditor and the audit process; 2.8 develop and implement the Policy in relation to the provision of non-audit services by the external auditors; the aim being to ensure that the provision of such services does not impair the external auditors' independence or objectivity.

Interaction

Between the Board of Members and the Board of Directors

- Minutes of the Board of Directors will be reviewed in summary at the AGM of the Board of Members
- The Chair of the Board of Directors will present a report on the work of the Board of Directors which will include feedback (and Recommendations) from the Board of Directors.
- All agendas and papers from Board of Directors meetings will be uploaded to a secure website accessible to the Board of Members, so that there is full transparency
- The Board of Members will be entitled to attend any meeting of the Board of Directors, should they wish to.

Between the Board of Directors and the Advisory Group

- Members can feedback any recommendations to the Advisory Group
- Minutes of the Advisory Group will be reviewed at each meeting of the Board of Directors
- All agendas and papers from Advisory Group meetings will be uploaded to a secure website accessible to the Board of Directors, so that there is full transparency
- The Chair of the Board of Directors and the CEO will be entitled to attend any meeting of the Advisory Group, should they wish to
- The Chair of the Board of Directors, CEO and COO will meet termly with all of the Advisory Group Chairs

Between the CEO and the Board of Directors

- The CEO, as an ex officio Director, must attend all meetings of the Board of Directors and Audit Committee
- The CEO will be required to provide information at each meeting summarising the performance of the Trust, and for ensuring that leaders and managers provide written reports, in accordance with the agreed cycle of reporting
- The COO will be required to provide information prior to each Board of Directors meeting to the Chair on Management Accounts and the financial position

Between the CEO and the Chair of the Board of Directors

- The Chair of the Board of Directors will act as the day to day line manager of the CEO, on behalf of the Board of Directors
- The Chair of the Board of Directors will meet formally, and at mutually agreed times, at a minimum of once per half term, and more often if required in order to
  - Ensure that the Chair of the Board is able to provide support and guidance to the CEO
  - Ensure that the Chair of the Board is able to provide direction to the CEO, as appropriate
  - To discuss the performance of the Trust, its schools and colleges and leadership, and Advisory Groups
  - Ensure that the CEO is able to inform the Chair of the Board about key developments and issues within the Trust, between full meetings of the Board of Directors
  - Ensure that the Chair of the Board is able to discuss with the CEO any actions taken by the Chair on behalf of the Board of Directors
  - To discuss agenda items for upcoming meetings of the Board of Directors

Between Principals/Headteachers and the Advisory Group

- Principals/Headteachers, are ex officio member of Advisory Group, and must attend all meetings of the Advisory Group
- Principals/Headteachers will be required to provide information at each meeting summarising the performance of the school and college, and for ensuring that leaders and managers provide written reports, in accordance with the agreed cycle of reporting

Between Principals/Headteachers and the Board of Directors

- Principals are not Members of the Board of Directors, but will attend when required, and may attend upon request, if agreed by the Chair of the Board of Directors and CEO

Between subject leaders and the Advisory Group

- Analysis of subject performance and progress will be provided to the Advisory Group by Principals/Headteachers
- A review and QA process for subject performance (SAR) and quality improvement planning will include opportunities for Advisory Group members to contribute
- Where appropriate, members of the Advisory Group may be linked to particular subjects or a particular aspect of provision within a school and college, and may, by mutual agreement and prior arrangement with the Principal/Headteacher, visit schools and colleges in order to informally review the impact of decisions, direction, leadership and culture determined by the Directors, Advisory Group and senior leaders. This might involve informal discussions with subject leaders or students. This is for the purpose of helping members of the Advisory Group to understand the educational context and the impact of their work.

Holding the CEO to account and the Annual Performance Review (APR)

The CEO will be held to account in the following ways:

- Through robust questioning and challenge during meetings of the Board of Directors.
- Through line management provided by the Chair of the Board of Directors.
- Through an APR carried out by the Chair of the Board of Directors. The Chair of the Board may request for this process to be supported by 1 additional Director or Member.
- Recommendations about any changes to the terms and conditions of employment, in particular pay progression, on the basis of appraisal and the recommendations from the Remuneration Committee

Holding Principals/Headteachers and Trust Directors to account and the Annual Performance Review (APR)

Principals/Headteachers will be held to account in the following ways:

- Through frequent supervision and line management meetings with the CEO
- Through robust questioning and challenge during meetings of the Advisory Group.
- Through an APR carried out by the CEO. The CEO may request for this process to be supported by the Chair of the Advisory Group.

Holding Directors to account and the Annual Performance Review (APR)

- Directors will complete an annual self-evaluation and skills audit, to be submitted to the Chair of the Board of Directors and used to develop the annual training plan

- The Chair of the Board of Directors will complete an annual review of the contribution, skills and effectiveness of individual Directors and make recommendations to the Board of Members
- The Board of Members, at the AGM, will make resolutions about the continuity of each individual Director, but may make changes at any point
- The Chair of the Board of Directors will meet individually with any Directors about whom Members have resolved to retain but for whom areas of weakness or areas for development remain, and will provide feedback, establish targets and make arrangements for any support and training required.
- The Chair of the Board of Directors has a responsibility to ensure that all Directors are acting in accordance with the Code of Conduct

Holding Members to Account

- Any individual Member has a right to propose that another Member be removed from office, to be decided by a majority vote
- The Chair of the Board of Members has a responsibility to ensure that all Members are acting in accordance with the Code of Conduct
- The Chair of the Board of Members has a responsibility to put such a vote to the Board of Members whenever attendance or performance is of concern
- Every 3 years, Members will formally vote to elect a Chair from amongst them

Holding Advisory Group Advisers to account and the Annual Performance Review (APR)

- Advisors will complete an annual self-evaluation and skills audit, to be submitted to the Chair of the Advisory Group
- The Chair of the Advisory Group will use the skills audit to make recommendations to the Board of Directors about each Advisor's strengths, skills and contribution.
- The Board of Directors will annually make resolutions about the continuity of each individual Advisor, but may make changes at any point
- The Chair of the Advisory Group has a responsibility to ensure that all Advisors are acting in accordance with the Code of Conduct

Holding Audit Committee Members to Account

- The Chair of the Audit Committee has a responsibility to ensure that all committee members are acting in accordance with the Code of Conduct

Holding Principal/Headteacher to Account

Academy freedoms and accountabilities

The Principal/Headteacher is an exciting role, enabling the development of strategic skills and qualities within a secure and supportive team structure.

Trust leaders believe that the role of Principal/Headteacher is a key stage in the development of future executive leaders. Because of this, Principals/Headteachers are expected to lead and manage their school/college in such a way as to develop a repertoire of strategic leadership skills. Exposure to the daily realities of life in a very senior office- critical decision-making, precise and logical analysis, and statutory accountability will prepare Academy Principals/Headteachers well for career progression. The support of the team and particularly the CEO and COO means that the

Principal/Headteacher is never alone and will be provided with critical friendship and mentoring as they develop these skills. It is an ideal apprenticeship for higher office.

However there are some areas in which Principals/Headteachers must follow Trust systems and policies to ensure a level of strategic alignment. For instance they must operate within the scheme of delegation, the financial regulations and the statutory obligations identified in the Academies Financial Handbook. They will implement Trust pedagogy in their schools/colleges and will also use some common systems for tracking and monitoring. Close collaboration across the schools/colleges means that innovation is welcomed and encouraged. Schools/Colleges will be encouraged and expected to undertake innovative teaching and research activities and to take the lead in areas of strength.

School academies are more likely than colleges to operate on phase-specific lines. We welcome the direction provided by the Principals/Headteachers and will respect their experience, local and contextual knowledge and existing effective practice. Trust leaders have no wish to amend or change successful practice in our family of schools/colleges; rather, we want to learn from each other.