

Scheme of Governance and Delegation

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The Boleyn Trust

The Boleyn Trust is a charitable voluntary organisation which relies on the valuable input of a considerable number of non-executive volunteers, supported by an experienced team of staff.

Principles

This document sets out the fundamental principles of the organisation and lays down the rules for its governance. The framework consists of the principles set out here, the Trust Articles of Association and the detail set out in the Terms of Reference.

We will continue to develop our governance arrangements to shape and take account of best practice in the sector.

Financial governance must, as a foundation, be compliant with the principles and regulations set out in the Academies Financial Handbook. The Boleyn Trust aims to go beyond this foundation to provide excellence in its governance.

Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.

Effective governance in our Trust is supported by the following:

- Trust Members
- Trust Board
- Trust committees
- Local Governing Bodies
- Chief Executive Officer
- The Executive Team

The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishment and maintenance of its Schools.

The governance of each School shall be delegated to the relevant Local Governing Body.

Vision and Values

The shared vision and values of the Trust and all the Schools underpins the governance arrangements of the Trust.

The Trust fully supports the independence and distinguishing characteristics of each of the Schools. The Trust seeks to provide a level of autonomy proportionate to the success of the School.

Recognising the value of collaboration and the advantage of a public association, the Trust will provide a voice on national, regional and local issues affecting the Trust and our schools, helping to communicate the Trust's needs and concerns to those responsible for the funding and regulation of publicly funded schools.

The Trust has a commitment to supporting the schools within the Trust family for the benefit of the communities served by the schools. The Trust expects schools to work together in the spirit of solidarity. The relationship between the Trust and Local Governing Bodies is one of partners sharing a common goal, drawing on each other's strengths to overcome any weaknesses and respond robustly to any challenges.

Our Local Governing Bodies are the champions of our values in our Schools.

Accountability for decisions

The Trust Board delegate authority to two key groups to ensure the effective leadership and governance of the Trust. The two key groups are:

- Executive Leadership Team (the Executive Team); and
- Local Governing Bodies.

The relationship between the Trust Board, the Executive Team and the Local Governing Bodies is characterised as a partnership to realise a common vision and a common purpose. In the case of the Local Governing Bodies the relationship between the two tiers of governance is also based on the principles of:

- no duplication of governance; and
- governance should be as close as possible to the point of impact of decision-making.

The Terms of Reference and the Roles and Functions Matrix provides clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds the decision-making responsibility and who supports and advises the decision makers.

Intervention

The Trust Board remains ultimately responsible for the Trust and the conduct of the Schools. The operation of the various elements of governance outlined in this document are crucial to the success of the group. However, there will be circumstances (more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw delegated authority or an element of governance.

In such circumstances, the Trust Board, along with the Executive Team, would work closely with any Schools concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Team.

The Trust Board reserves the right to review or remove any power or responsibility which it has delegated in circumstances where serious concerns in the running of a School (or Schools) are identified, including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the School is managed or governed; or
- the safety of pupils or staff is threatened, including a breakdown of discipline.

Overview of key elements of our governance

Members

The Trust has “**Members**” who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The Members have overall nominal responsibility for The Academy Trust but they exercise their functions through the trust board. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up- that is the “guarantee” implied by the term “company limited by guarantee”.

The main powers and duties of the Members, as described in the Articles, in broad terms are:

1. To appoint and remove Trustees to ensure that the Trust’s charitable object is being carried out
2. Through a collaborative process to monitor and evaluate the performance of the Boleyn Trust
3. To maintain the Membership and to appoint Members
4. To approve any proposed changes to the Articles of Association
5. To receive the annual accounts of the Trust.

The Trust will ordinarily have at least five Members.

Trustees

The trustees are responsible for the general control, management and administration of the trust. The responsibility for the actions of the company is vested in the “**Trustees**” of the Boleyn Trust (together, referred to as “**the Trust Board**”), who are the company directors registered with Companies House (they have a similar role to governors in a local authority-maintained school). The Trustees are personally responsible for the actions of the Trust and the Schools and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of the Schools and for the expenditure of public money. The Trustees are required, as trustees and pursuant to the Funding Agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust.

As company directors it is their duty to:

1. Act within their powers
2. Promote the success of the company
3. Exercise independent judgement
4. Avoid conflicts of interest
5. Not to accept benefits from third parties
6. Declare any interest in proposed transactions or arrangements.

Trust Board

The role of the Trust Board:

- Setting the vision, ethos and strategy for the Trust and its schools over the next three to five years;
- Establishing the governance structures for the Trust, from Members to School level, in keeping with the Articles of Association;
- Holding the CEO to account for the educational performance of the academies and their pupils, and the performance management of staff; and
- Overseeing the financial performance of the Trust.
- Providing clarity, through the published Terms of Reference and the Roles and Functions Matrix, of the level at which the following governance functions are exercised:
 - Determining each individual School’s vision, ethos and strategic direction
 - Recruiting each School’s Headteacher
 - Performance management of each School’s Headteacher
 - Determining Human Resources policy and practice
 - Oversight of each School’s budget
 - Assessment of the risks for each School.
- Setting the level at which the Local Governing Bodies will have authority and accountability through the

scheme of delegation;

- Engaging with the Schools' communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the Trust;
- Ensuring that there is strong and effective executive leadership and personnel in place across the Trust;
- Overview and scrutiny of Schools' education performance data;
- Overview and scrutiny of the School Trust's financial capability and management systems to ensure compliance with the Schools Financial Handbook, and deliver best value for money;
- Ensuring senior leaders within Schools are challenged to improve the education of pupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Board will carry out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

Trust Board Meetings

The Trust Board meetings will be quorate with 1/3 of the total number of Trustees in post (rounded up to a whole number). The Trustees shall hold at least three meetings in every school year, convening on seven clear days' notice except in emergency as determined by the Chair.

Responsibilities retained by the Trust Board

The responsibilities that the Trust Board retains, but is not limited to, are:

1. Approving the overall budget of the Trust and its devolution to each academy;
2. Approving the annual accounts of the Trust by
3. Ensuring that all regulatory requirements are met;
4. Recommending appointment of Members, Trustees and members of LGB and co-opting additional Trustees.
5. Approving all policies that the Trust by law is required to maintain, including determining admission arrangements for each academy (in line with the Admissions code);
6. Appointment of a Company Secretary or equivalent person, having regard to the DfE Clerking Competency Framework;

Trust Board Committees

The Trust Board Committees will provide the overview and high-level scrutiny of the prioritised risks provided by each of the schools. The principle of 'no duplication of governance' requires a clear differentiation of the nature of the scrutiny and challenge provided by the Trust Board Committees of each school's contribution to the overall performance of the Trust.

The Trust Board Committees will be:

- Curriculum and Standards;
- Human Resources (HR) and Performance Management;
- Finance, Audit and Risk Management (including the remuneration sub-committee and the audit and risk sub-committee).

Executive Team

The Trust "**Executive Team**" is the executive management arm of the Trust, focusing on operations and the educational performance of the Schools. They operate under the leadership and direction of the CEO, who is by virtue of his position a Trustee of the Trust. The Executive Team work directly with the staff in each School and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

Local Governing Bodies

The role of a Local Governor is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision-making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board establishes Local

Governing Bodies for each of the Schools, for the most part made up of individuals drawn from the School's community, both as elected and appointed members.

Local Governors are accountable to the Trust Board (who in turn is accountable to the Department for Education) as well as to the communities they serve.

The broad duties of the Local Governing Body are summarised as:

- To contribute to and fulfil the vision and ethos of the Trust in so far as it relates to the School, ensuring that the School achieves the aims and ambitions it has for its pupils, having regard to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
- To implement and review from time to time the strategic plan for the School, focussing on the School's performance and achieving sustained school improvement and having regard to any agreed priorities identified by the Trust Board;
- To act as a critical friend to the School's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the School's performance;
- To oversee the management of the finances of the School, assessing the annual budget prepared by the School's Headteacher (with the support of the School's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the School works within its budget and the School's senior leadership team adopts and implements appropriate risk and financial management policies and practices;
- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time;
- To support the School's Headteacher in the development and review (from time to time) of an appropriate staffing structure for the School, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Trust for the Schools, reporting any issues or concerns to the Headteacher and, if necessary, the CEO, and the Chair of the Trust Board;
- To promote within the organisation and externally the benefits of collaboration with the other Schools and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Schools or identifying and implementing best practice;
- To develop effective links within the School's community, communicating openly and frequently as appropriate and ensuring that the School meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
- To engage fully and openly with any inspection of the School, whether by the Trust Board, Ofsted or any other appropriate public body to whom the School is accountable.

Pupil, parent and staff voice

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of Boleyn schools. All schools have active Pupil Councils with representatives from each year group. Each Local Governing Body is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each Local Governing Body. Staff voice is similarly built into the governance structure with the election to each Local Governing Body of two employees of the School (usually one teacher and one non-teaching staff member) by employees of the School.

As a Trust, we will consider what further mechanisms for pupil, parent and staff representation at other governance levels may be appropriate.

Chair's Emergency Powers

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

Overview: composition of governance elements

Trust Members

- Ms. Asha Choolhun
- Ms. Ellen Kemp
- Mr. Stephen Foster
- The Venerable Mangala

Trust Board

- Mr. Clive Douglas **Chair of the Trust Board**
- Mr. Tom Canning OBE
- Ms. Sarah Lack
- Ms. Patricia Regis
- Mr. Philip Minns
- Mrs. Rosemary Therani

The Executive Team

- Mr. Tom Canning OBE **Chief Executive Officer and Principal Executive Headteacher**
- Mr. Jag Ghataore **Chief Finance Officer**
- Mr. Steven Lock **Chief Operating Officer**
- Ms. Margaret Patients **Head of Human Resources**
- Mr. Craig Lilleyman **Head of School Improvement**

Local Governing Bodies

- Chief Executive Officer – Ex-officio
- Headteacher – Ex-officio
- 2 x elected Parents;
- 1 x elected staff;
- Up to 7 x Co-opted Local Governors appointed by the Trust on the recommendation of the Governing Board.

Roles and Function Matrix

Governance				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
<p>To review and amend the Articles of Association.</p> <p>To change the name of the Trust.</p> <p>To receive copy of annual report from the Trustees and the CEO on the Trust's performance</p> <p>To appoint and remove trustees</p> <p>To appoint and remove company members</p> <p>To review the performance of the Board</p>	<p>To review and amend:</p> <ul style="list-style-type: none"> - the Terms of Reference for the Trust Board; - the Constitution and Terms of Reference of the Local Governing Bodies (including those relating to Transition and Intervention Boards); - the Terms of Reference for delegation to the Executive; - this Roles and Functions Matrix. <p>To determine the Board's Reserved Matters.</p> <p>To determine the educational character, mission and ethos of the Trust</p> <p>To appoint a Company Secretary (if desired)</p> <p>To appoint a Clerk Service for the Trust</p> <p>To review and amend the policies of the Trust</p> <p>To appoint and remove the</p>	<p>To attend meetings of the Trustees and to provide a CEO's report.</p> <p>To support the appointment process for the Company Secretary and the Clerk.</p> <p>To secure professional advice on behalf of the Trustees as may be requested.</p> <p>To support the Trustees and the Schools in the preparation of Trust- wide and School specific policy requirements</p>	<p>To champion the Boleyn vision and values in the school and to ensure the wellbeing of the pupils.</p> <p>To determine the educational and spiritual character, mission or ethos of a School (to the extent that it is not inconsistent with that of the Trust) in collaboration with the Headteacher.</p> <p>To ensure that the school has a medium to long-term vision for its future (that is not inconsistent with the Trust's vision) and that there is a robust strategy in place for achieving its vision.</p> <p>To appoint (and remove) from its number: Chair, Vice- Chair and Local Governors with specific responsibilities for special educational needs, safeguarding, pupil premium and financial matters.</p> <p>To review and amend the policies of the School (in line with any Trust prescribed policy).</p> <p>To implement a means whereby</p>	<p>To implement the educational character, mission or ethos of a School (to the extent that it is not inconsistent with that of the Trust) as determined by the Local Governing Body.</p> <p>To attend meetings of the Local Governing Body and to provide a Headteacher's report.</p> <p>To support the appointment process for the Clerk.</p> <p>To tailor Trust-wide policies to School as recommended by the Executive Team.</p>

	<p>appointed members of local governing bodies</p> <p>To appoint and remove the Chair and Vice Chair of the Board.</p> <p>To appoint and remove the Chair and Vice-Chair of local governing bodies/committees</p> <p>To establish Trust Committees</p> <p>To establish LGB Committee</p> <p>To appoint the CEO (and suspend in accordance with policies and procedures)</p>		<p>the School can receive and react to pupil, parent and staff feedback</p> <p>To establish and maintain a relationship with members of the local community.</p>	
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Finance				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
To appoint external auditors.	<p>To appoint internal auditors.</p> <p>To sign off annual accounts and report.</p> <p>To approve the financial scheme of delegation.</p> <p>To appoint a Finance, Audit and Risk Management committee.</p> <p>To approve Trust financial strategy and three-year budget plan</p> <p>To approve the annual budget for the Trust.</p> <p>To approve any significant changes to the approved budget.</p> <p>To monitor income, expenditure, cash flow and balance sheet of the Trust.</p> <p>To establish a charging and remissions policy and to keep this under review.</p> <p>To appoint an Accounting Officer.</p> <p>To ensure proper financial controls are in place.</p>	<p>To prepare the annual budget for the Trust.</p> <p>To monitor the income, expenditure, cash flow and balance sheet of the Trust.</p> <p>To prepare monitoring reports for the Trustees (CEO).</p> <p>To ensure proper financial controls are in place.</p> <p>To maintain a register of business interests (of the Executive Team).</p> <p>To set up and approve staff expenses for the Executive Team.</p> <p>To open bank accounts.</p>	<p>To appoint a Local Governor responsible for finance.</p> <p>To recommend the annual budget for the School to the Finance, Audit and Risk Management Committee for approval.</p> <p>To monitor the income, expenditure and cash flow of a School.</p> <p>To ensure any variances from the budget are reported to the Trust Board Finance, Audit and Risk Management Committee.</p> <p>To ensure proper financial controls are in place at the School, in line with the Trust's financial regulations</p> <p>To maintain a register of business interests.</p> <p>To ensure provision of free school meals to those pupils meeting the criteria.</p>	<p>To ensure the preparation of the annual budget for the School with the assistance of relevant staff.</p> <p>To monitor the income, expenditure and cash flow of a School.</p> <p>To prepare monitoring reports for the LGBs.</p> <p>To ensure proper financial controls are in place at the School.</p> <p>To ensure provision of free school meals to those pupils meeting the criteria.</p> <p>To set up and approve staff expenses at the School</p>

	To maintain a register of business interests.			
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Contracts				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To adopt a Trust-wide procurement policy.</p> <p>To set the delegated levels of authority for contracts.</p> <p>To approve contracts with a value above £25,000.</p> <p>To approve contracts which constitute related party transactions.</p> <p>To set up and approve Trustee expenses in accordance with the Trust Conflict of Interest policy.</p>	<p>To review opportunities for collaborative procurement.</p> <p>To enter contracts up to the limits of delegation and within an agreed budget.</p> <p>To make payments within agreed financial limits.</p>	<p>To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Trust for the School.</p>	<p>To make payments within agreed financial limits.</p> <p>To enter contracts up to the limits of delegation and within an agreed budget.</p> <p>To act as a signatory of a School specific bank account.</p>

Curriculum and Standards				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
To receive a copy of the annual report from the Trustees and the CEO on standards.	<p>To appoint a curriculum and standards committee.</p> <p>To determine a Trust-wide curriculum policy to ensure provision of a balanced and broadly based curriculum and to include:</p> <ul style="list-style-type: none"> - a prohibition on political indoctrination and a balanced treatment of political issues; and - a written policy on sex and relationship education. <p>To determine a Trust-wide policy on religious education and collective acts of worship.</p> <p>To receive a termly report from the Executive Team regarding standards.</p>	<p>To provide oversight of the implementation of the Trust-wide curriculum policy.</p> <p>To provide a termly report to the Trustees regarding standards.</p> <p>To provide oversight of the target setting for pupil achievement and progress by the Headteacher and monitor against targets.</p>	<p>To approve the curriculum proposed by the Headteacher (to the extent that it is consistent with the Trust-wide policy).</p> <p>To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the School.</p> <p>To monitor the KPI figures reported from the Headteacher relating to standards.</p> <p>To develop, monitor and approve the School Development Plan.</p>	<p>To ensure the curriculum is delivered at the School including compliance with any funding agreement requirements.</p> <p>To make provision for a daily collective act of worship.</p> <p>To set targets for pupil achievement and progress and monitor against targets.</p> <p>To report bi-termly KPI figures for the Executive Team and the Local Governing Body relating to standards.</p> <p>To prepare a draft School Development Plan for approval by the Local Governing Body</p>

Special Educational Needs (SEN)				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To determine a Trust- wide SEN and Disability Discrimination Act policy.</p> <p>Set and monitor Trust-wide Equality Objectives</p> <p>To approve SEN Information Report</p> <p>To approve the Accessibility Plan</p>	<p>To ensure compliance with the Disability Discrimination Act requirements within the Schools.</p>	<p>To appoint a Local Governor responsible for SEN and inclusion.</p> <p>To review and maintain the School's SEN policy.</p> <p>To contribute to the SEN Information report</p> <p>To provide oversight of the implementation of the policy within the School and compliance with the Disability Discrimination Act requirements.</p> <p>To contribute to and implement Trust Equality Objectives</p>	<p>To designate a teacher to be responsible for co-ordinating SEN provision.</p> <p>To liaise with the local authority in respect of students who have (or might have) SEN.</p> <p>To make provision for SEN pupils with or without a statement or Education, Health and Care plan.</p> <p>To ensure compliance with the Disability Discrimination Act requirements within the School.</p>

Safeguarding				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To adopt a Trust-wide safeguarding and Child Protection policy.</p> <p>To receive annual safeguarding report</p> <p>To ensure that there is adequate safeguarding training for trust staff, trustees and local governors</p> <p>To adopt a Trust-wide policy regarding school trips.</p>	<p>To ensure that each School has appointed a designated teacher to support looked</p> <p>To ensure that each School has appointed a designated teacher to support looked after children.</p> <p>To make arrangements for safeguarding audits to be conducted by independent personnel.</p> <p>To report to the Trustees on the procedures in place for safeguarding and on matters as they arise.</p> <p>To make arrangements for safeguarding audits to be conducted by independent personnel.</p> <p>To report to the Trustees on the procedures in place for safeguarding and on matters as they arise.</p>	<p>To appoint a designated governor for safeguarding.</p> <p>To review and maintain a safeguarding and child protection policy for the School (consistent with the Trust-wide policy).</p> <p>To ensure the completion of the single central record and its regular up-dating.</p>	<p>To appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance.</p> <p>To maintain the single central record.</p> <p>To approve off-site visits for pupils of more than 24 hours</p>

Behaviour				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To adopt a Trust-wide behaviour policy.</p> <p>To review the use of exclusions across the School Trust.</p> <p>To ensure that appropriate independent arrangements are in place for exclusions appeals to be heard</p>	<p>To prepare a Trust-wide behaviour policy for adoption by the Trustees.</p> <p>To review the overall pattern of exclusions and to report to the Trustees.</p>	<p>To adopt and ensure the implementation of a behaviour policy for the School.</p> <p>To convene a committee to review any exclusion of a pupil.</p>	<p>To prepare a behaviour policy for the School for adoption by the Local Governing Body.</p> <p>To exclude a pupil for a fixed term or permanently.</p>

Admissions				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To adopt a Trust-wide admissions policy.</p> <p>To make arrangements for admissions appeals to be heard independently</p>	<p>To propose a Trust-wide admissions policy for adoption by the Trustees.</p> <p>To provide oversight of and support of the implementation of the admissions arrangements across the School Trust.</p>	<p>To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes.</p> <p>To make arrangements for determining admissions.</p> <p>Approve admissions</p> <p>To ensure effective arrangements are in place for pupil recruitment.</p> <p>To contribute to the development of the School prospectus.</p>	<p>To provide direction to the Local Governing Body as to requirements under the School Admissions and Appeals Codes.</p> <p>To ensure compliance with the Trust-wide policy.</p> <p>To make arrangements for determining admissions</p> <p>To participate in local admissions forum.</p> <p>To ensure participation in the fair access protocol.</p>

Other pupil related matters				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To adopt a Trust-wide Complaints policy with an appropriate appeals element</p> <p>To receive reports from the Executive Team regarding the level of complaints across the School Trust.</p>	<p>To monitor the levels of attendance in the Schools and the use of home-School agreements and reports termly to the Trustees.</p> <p>To monitor the impact of the pupil premium across the School Trust.</p> <p>To review the level of complaints across the School Trust.</p>	<p>To review attendance and pupil absences (as part of the KPIs).</p> <p>To appoint a Local Governor responsible for statutory grants including pupil premium.</p> <p>To monitor the impact of the pupil premium in the School.</p> <p>To follow the Trust complaints procedure</p> <p>To hear complaints at the relevant stage.</p> <p>To ensure effective arrangements are in place for pupil support and representation at the School.</p> <p>To support the Trust and the Headteacher in the extended school provision in the School.</p>	<p>To maintain a register of pupil attendance.</p> <p>To report on attendance and pupil absences (as part of the KPIs).</p> <p>To review and maintain home-School agreements.</p> <p>To set the times of School sessions and the dates of School terms and holidays.</p> <p>To ensure effective deployment of the Pupil Premium and to monitor its impact.</p> <p>To prepare a School complaint policy consistent with the Trust-wide policy for adoption by the LGB and to hear complaints at the relevant stage.</p> <p>To ensure that the School meets for 380 sessions in an academic year.</p>

Staffing				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To appoint a HR and Performance Management committee.</p> <p>To define any overarching management structures across the Trust.</p> <p>To adopt Trust-wide staff policies and procedures.</p> <p>To appoint, suspend and dismiss the CEO acting through a committee.</p> <p>To conduct the performance management review of the CEO (acting through the remuneration sub-committee).</p> <p>To appoint, suspend and dismiss the Company Secretary.</p> <p>To appoint, suspend and dismiss the Clerk to Board of Trustees and Local Governing Bodies</p> <p>To conduct the performance management review of the Company Secretary.</p> <p>To sign off the annual (cost of living) pay award.</p>	<p>To determine the senior leadership and non-teaching structures for each School.</p> <p>To advise the Trustees on suitable Trust-wide policies and procedures and to ensure their effective implementation.</p> <p>To monitor and review staffing changes across the Trust.</p> <p>To appoint, suspend and dismiss members of the Executive Team (excluding the Executive Leaders and as otherwise reserved to the Trustees).</p> <p>To appoint, suspend and dismiss the Headteachers.</p> <p>To conduct the performance management of Headteachers.</p>	<p>To participate in the recruitment process to appoint the Headteacher or Deputy Headteacher as requested by the Chief Executive Officer .</p> <p>To support the Headteacher in the development and review (from time to time) of an appropriate staffing structure for the School and for the appointment of School staff to ensure that the School is fully staffed in accordance with that structure.</p> <p>To ensure that there is effective communication between the Headteacher and the Executive Team.</p> <p>To ensure the Trust's policies on all HR matters are implemented in the School.</p> <p>To participate in the performance management of the Headteacher as requested by the Chief Executive Officer.</p> <p>To monitor and scrutinise the implementation of the Trust's policies at the School for HR matters including the appointment, induction and performance management of</p>	<p>To determine staffing requirements within each School and budget.</p> <p>To implement the Trust-wide policies and procedures in the School.</p> <p>To appoint teaching and non-teaching staff.</p> <p>To suspend or dismiss teaching and non-teaching staff in consultation with the Executive Team.</p> <p>To conduct the performance management of staff in the School.</p> <p>To approve applications for secondment and leave of absence.</p>

			staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal	
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Information management and communication				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To approve Trust wide communications strategy</p> <p>To adopt data protection policies and procedures to cover:</p> <ul style="list-style-type: none"> - the requirement to notify individuals as to how information is to be used and - on the matter of safe storage. <p>To approve Trust Business Continuity Plan</p>	<p>To ensure compliance with all data protection legislation and good practice across the Schools.</p> <p>To support the individual schools on the effective safe storage of data.</p> <p>To maintain accurate and secure staff records for the Executive Team.</p> <p>To ensure registration with the Information Commissioner's Office is up to date.</p>	<p>To ensure the effective implementation of the data protection policies and procedures in the School.</p>	<p>To ensure the publication of School information, ensuring that all electronic communication, including web pages, are up to date.</p> <p>To maintain accurate and secure pupil records.</p> <p>To maintain accurate and secure staff records for the School.</p> <p>To ensure compliance with all data protection legislation and good practice in the School</p>

Health, Safety, Risk and Estates				
Members	Trustees	Executive Team	Local Governing Body	Headteacher
	<p>To appoint a risk and audit sub-committee.</p> <p>To review risk management and maintain a trust-wide risk register.</p> <p>To approve insurance arrangements.</p> <p>To review and maintain a buildings strategy and asset management planning arrangements.</p> <p>To adopt a Trust-wide health and safety policy.</p> <p>To adopt a Trust-wide lettings policy.</p>	<p>To prepare the risk register for the Trust.</p> <p>To procure buildings and related insurance and make proposals to the Trustees.</p> <p>To prepare a buildings strategy and asset management planning arrangements.</p> <p>To propose a Trust-wide health and safety policy for the Trustees' approval.</p> <p>To monitor and support the implementation of the Trust-wide health and safety policy.</p> <p>To draw up, agree and monitor an accessibility plan for each School in consultation with the Headteacher.</p>	<p>To appoint a Local Governor responsible for health and safety.</p> <p>To review the risk register of the School and prepare the Risk report for the Executive Team.</p> <p>To adopt a health and safety policy for the School (in line with the Trust-wide policy).</p> <p>To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the School.</p> <p>To conduct site inspections to review any health and safety issues and the security of premises and equipment.</p>	<p>To prepare the risk register for the Local Governing Body.</p> <p>To prepare a health and safety policy for the School (in line with the Trust-wide policy) for adoption by the Local Governing Body.</p> <p>To monitor the accident book and agree appropriate actions.</p> <p>To ensure suitable risk assessments are prepared and appropriate actions taken.</p> <p>To review security of premises and equipment.</p> <p>To implement the Trust-wide lettings policy.</p> <p>To liaise with the Executive Team on the accessibility plan for the School.</p>

Governance elements in more detail

Members: general guidance

The Members of the Trust are the equivalent of the shareholders in a commercial company (save that they do not receive dividends). In simple terms the Members "own" the Trust. They have a number of statutory rights and rights set out in the Trust's Articles of Association (the **Articles**).

The Academies Financial Handbook (September 2017) issued by the Education and Skills Funding Agency ("ESFA") provides as follows:

- Members have an overview of the governance arrangements of the trust;
- Members can amend the articles and may do so to support stronger governance arrangements;
- While members can be trustees, retaining some distinction between the two layers ensures that members, independent of the trustees, provide oversight and challenge - this is especially important in multi school trusts in which trustees are responsible for a number of schools;
- Academy trusts should be established with three members, although DfE encourages trusts to have at least five members in total, as this:
 - Provides for a more diverse range of perspectives to enable robust decision making and reduces the risks of concentrating power;
 - Ensures enough members to take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity; and
 - Facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree).
- Members must not be employees of the Trust;
- The appointment of any new Member must be notified to ESFA (via Get Information About Schools) within 14 days of the appointment;
- The appointment and resignation/removal of Members does not need to be notified to Companies House; and
- The Trust's statutory books/registers must include a register of Members, which should be kept up-to-date particularly on appointment and removal/resignation.

The Boleyn Trust Board: Terms of Reference

1. Core values

The Board of Trustees will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of Trust; and
- be accountable to its stakeholders and regulatory bodies for its activities; and
- engage in a partnership with the Executive Team.

2. Expectations of Trustees

All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1);
- comply with:
 - the Articles of Association,
 - the Funding Agreement
 - these terms of reference,
 - the scheme of delegation to the Executive Team,
 - the conflicts of interest policy,
 - the code of practice appended at Annex 2.
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of Trust;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training.

3. Powers, functions and responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Trust and its committees (including the Local Governing Bodies).

The Trustees have a number of duties and responsibilities relating to the governance of the Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the School Trust;
- carrying on the Trust in accordance with the objects of the Trust as set out in the Articles of Association and safeguarding the assets of the Trust;
- designing strategy and structure for the operation of the Trust;
- the delegation of the running of the Schools and the direction of the education, pastoral care, financial and other policies of the Schools to the Executive Team;
- ensuring sound management and administration of the Trust by the Executive Team, and ensuring that the Executive Team is equipped with the relevant skills and guidance;
- financial controls and the financial management of the School Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Trust;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Trust; and
- ensuring the Trust and the Schools are conducted in compliance with the general law.

4. Accountability of Trustees

The Trustees are chiefly accountable to:

- the beneficiaries of the Trust (pupils at the Schools, their parents and the local community) for the quality of

education and pastoral care at the Schools, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;

- the DfE, the Education and Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and other regulatory authorities for compliance with regulated responsibilities to which the Trust and the Schools are subject.

5. Conducting Trustees' business

The Trustees are required to:

- act together and in person and not delegate responsibility of the Trust to others;
- act strictly in accordance with the Articles;
- act in the Trust's interests only and without regard to their own private interests;
- manage the Trust's affairs prudently;
- not take personal benefit from the Trust unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Trust.

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do (CC3)* (Charity Commission, July 2015) and in the *DfE Governors Handbook (January 2017)*.

The Trustees shall have regard to the Academies Financial Handbook, which shall be circulated to all Trustees.

6. Chair of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

7. Meetings of Trustees

There will be a minimum of three meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles.

In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls;
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);

- receive and consider information on financial performance at least three times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Clerk to the Trust Board shall prepare an annual plan for the meetings of the Trustees.

8. Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Schools, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Team. The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and Chief Finance Officer, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of their powers listed in Annex 3 ("the Reserved Matters").

Delegation can be made to:

- Board committees including the following committees:
 - Finance, Audit and Risk Management (including the remuneration sub-committee and risk and audit sub-committee)
 - Curriculum and Standards; and
 - Human Resources (HR) and Performance Management.
- the LGBs;
- any individual Trustee;
- the Executive Team (which in turn may delegate to further individuals).

9. Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- Pupils
- Parents
- Staff.

10. Risk management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- identifying the major risks that apply to the Trust, including:

- operational risks (employment issues, health and safety, fraud, service quality and development etc.);
 - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
 - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
 - regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
 - making appropriate statements regarding the management of risks in the annual report.

The Finance, Audit and Risk Management Committee, supported by the Executive Team, shall prepare a risk register for approval by the Trustees, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named individuals assigned to manage each area.

11. The management of conflicts of interest

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the Trust; and
- b) avoid any conflict of interest between that interest and the interests of the Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Trust and a third party.

Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

12. Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with the Trust's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of his role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Trust's Articles of Association.

The Trustees shall provide each new Trustee with:

- the Trust's Articles of Association
- the Funding Agreement
- these terms of reference
- the scheme of delegation to the Executive Team and
- the conflicts of interest policy.

New Trustees shall be required to sign the declaration set out in **Annex 4**.

The Clerk to the Trustees shall ensure that any appointment of a new Trustee is notified to the ESFA (via Get Information About Schools) within 14 days of the appointment (as required under the Academies Financial

Handbook).

13. Training and development of Trustees

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Trust operates.

The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

Annex 1: The Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Annex 2: Trustees' code of practice

1. Introduction

This code of practice is designed to set out the conduct required of trustees in order to ensure the highest standards of integrity and stewardship.

2. General responsibilities

"Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. They should not let their personal views or prejudices affect their conduct as trustees." (The Essential trustee: what you need to know (CC3), Charity Commission, February 2008).

"The primary duty of a trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established". (Governance and management of charities, Andrew Hind, NCVO Publications, 1995)

Trustees should listen to the view of other trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

3. Board papers

While the board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, trustees should contact the chair.

4. Board meetings

Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed.

As Trustees must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision- making.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

5. Outside board meetings

Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other trustees.

Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

6. Disagreements

Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the chair or through the normal procedures at a board meeting.

If not resolved, a trustee may request the matter be taken further by the chair.

If a satisfactory conclusion is not reached, the board may recommend the appointment of an independent mediator.

7. The Executive Team and the wider staff

Staff and Trustees are expected to deal with each other with respect and courtesy.

Trustees must ensure there is a clear understanding of the scope of authority delegated to the chief executive officer ("the **CEO**").

Having given the CEO delegated authority, trustees should be careful, individually and collectively, not to undermine that authority either by word or action.

Trustees delegate the management to the CEO, which includes the management of staff.

If a Trustee has concerns relating to the performance of a member of staff, he or she should contact the chair, who will take up the matter with the CEO.

Annex 3: Reserved matters

The Reserved Matters are:

Members

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- to change the name of the Academy Trust
- to change the Objects (which would require Charity Commission and Secretary of State consent)
- to change the structure of the Trust Board
- to amend the Articles of Association (which would require Charity Commission and Secretary of State consent)
- to pass a resolution to wind up the Trust
- to appoint the auditors (save to the extent that the Trustees may make a casual appointment)
- to appoint and remove trustees
- to appoint and remove members

Trustees

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- to change the name of the Schools;
- to determine the educational character, mission or ethos of the Schools;
- to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- to establish a trading company
- to sell, purchase, mortgage or charge any land in which the Trust has an interest
- to approve the annual estimates of income and expenditure (budgets) and major projects;
- to appoint investment advisors
- to sign off the annual accounts;
- to appoint or dismiss the Chief Executive Officer, the Chief Finance Officer, the Company Secretary or the Clerk to the Trustees;
- to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- to do any other act which the Articles expressly reserve to the Trust Board or to another body or
- to do any other act which the Trust Board determine to be a Reserved Matter from time to time.

Annex 4: Trustee Declaration

Boleyn Trust (the "Trust")

I confirm that I am willing to act as a director of the Trust (a "Trustee") and consent to do so with effect from the date below. I confirm that my contact details for the receipt of notices and resolutions from the Academy Trust are as follows, and that I am happy to receive notices and resolutions by email:

I understand that I must notify the **Chief Operating Officer at Boleyn Trust, Tollgate Primary School, Barclay Road, London E13 8SA** of any changes to my contact details.

I further confirm that I am not disqualified from so acting by virtue of any provisions of the Company's Articles of Association, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included overleaf).

Signed

Full name

Address

.....

.....

.....

Date

Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity trustees or trustees of a charity

(1) A person (“P”) is disqualified from being a charity trustee or trustee for a charity in the following cases—

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- c) P has not been discharged, or
- d) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity trustee or trustee for a charity by an order made –

- e) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- f) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to—

- g) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- h) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

Annex 5: Consent to be a member

Boleyn Trust (the "Trust")

I hereby consent to being made a member of the Trust and consent to do so with effect from the date below.

As a member of the Trust, I hereby undertake to contribute to:

1. the assets of the Trust in the event of it being wound up whilst I am a member or within one year after I cease to be a member;
2. payment of the debts and liabilities of the Trust contracted before I cease to be a member and of the costs, charges and expenses of winding up; and
3. the adjustment of the rights of the contributories among themselves, such amount as may be required; provided that such amount does not exceed £10.

I confirm that the Academy Trust may provide my name to the Secretary of State for Education for the purpose of assessing my suitability as a member of the Academy Trust.

In accordance with Article 15(c), I acknowledge that membership automatically terminates in the event that:

- *a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.*

By completing and signing this form I declare that I am not prevented from acting as a Member for the reason set out above.

Signed

Full name

Address

.....

.....

.....

Date

Annex 6: Terms of Reference: Curriculum and Standards Committee

The board of trustees (the **Trust Board**) of the Boleyn Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Curriculum and Standards Committee (the **Committee**). These are its terms of reference.

- Membership** : The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, a majority of whom will be Trustees.
- Attendance** : The Committee may ask the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation, to provide information.
- Quorum** : The quorum for each meeting shall be one half of the member of the Committee in office at the time of the meeting (rounded up) providing trustees are in the majority.
- Voting** : Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.
- Confidentiality** : Absolute confidentiality must be maintained in respect of any item concerning individuals
- Meetings** : The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.
- Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.
- Reporting back** : The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- At every meeting of the committee the minutes of the last meeting shall be an agenda item, and, if agreed to accurate, shall be signed as a true record.
- Authority** : The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
- The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- to ensure that the highest possible standards are set and maintained across the Trust;
- to receive a termly report from the Executive Team regarding standards and performance of the Trust against key performance indicators;
- to identify any areas of concern in respect of standards and performance and to implement an action plan with the Executive Team;
- to ensure that the Trust's curriculum is balanced and broadly based;
- to scrutinise and review Trust policies for recommendation to the Trust Board;
- to ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Trust;
- to support the Chief Executive Officer in the creation, implementation and monitoring of the Trust's self-evaluation development plan and any post-Ofsted action plan;

- to advise the Trust Board with respect to targets for student achievement across the Trust;
- to ensure that effective arrangements are in place across the Trust for pupil support and representation, for monitoring pupil attendance and for pupil discipline;
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness
- to deal with formal complaints against an academy in accordance with the Trust complaints policy
- to monitor all aspects of readiness of inspection
- to ensure that each School has appointed a designated teacher to support looked after children.
- to make arrangements for safeguarding audits to be conducted by independent personnel.
- to report to the Trustees on the procedures in place for safeguarding and on matters as they arise.

Annex 7: Terms of Reference: Finance, Audit and Risk Management Committee

The board of trustees (the **Trust Board**) of the Boleyn Trust (the **Academy Trust**) has established a committee of the Board to be known as the Finance, Audit and Risk Management Committee (the **Committee**). These are its terms of reference.

Membership : The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.

Attendance : The Committee may ask the Chief Executive and any other senior executive to attend meetings of the Committee either regularly or by invitation, to provide information.

The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor without the senior executives being present.

Quorum : The quorum for each meeting shall be one half of the members of the Committee in office at the time of the meeting (rounded up) providing trustees are in the majority.

Voting : Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Confidentiality : Absolute confidentiality must be maintained in respect of any item concerning individuals

Meetings : The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Audit committee functions should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance, which means that:

- staff employed by the trust should not be members of an audit committee, but may attend to provide information and participate in discussions;
- where the trust operates a combined finance and audit committee, staff may be members but should not participate as members when audit matters are discussed; they may remain in attendance to provide information and participate in discussions

The accounting officer and other relevant senior staff should routinely attend the committee in the capacity set out directly above.

Reporting back : The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

At every meeting of the committee the minutes of the last meeting shall be an agenda item, and, if agreed to accurate, shall be signed as a true record.

Authority : The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be to:

- develop a financial strategy for the Trust and consider policies, procedures or plans required to realise such strategy;
- consider the Trust's indicative funding, once notified by the ESFA, and to assess its implications for the Trust, in consultation with the CEO and the Chief Finance Officer, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees;
- to receive School budgets for approval;
- consider and recommend acceptance/non-acceptance of the Trust's budget to the Trustees;
- monitor any variances from the budget and ensure the ESFA is notified as required;
- receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Trust development plan;
- liaise with and receive reports from the Human Resources and Performance Management Committee, the Curriculum and Standards Committee and the to make recommendations to those committees about the financial aspects of matters being considered by them;
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, drawing any matters of concern to the attention of the Trust Board;
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement;
- prepare the financial statement to form part of the annual report of the Trustees;
- ensure the Trust's commercial and fundraising activities are carried out effectively;
- examine and review new initiatives for financial development, including fundraising;
- oversee significant investment and capital financing decisions;
- approve and keep under review the Trust's investment policy;
- approve and keep under review the Trust's reserves policy;
- promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Trust;
- advise generally on the provision of resources and services to the Trust;
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Remuneration Sub-Committee

The Committee shall establish a Remuneration Sub-Committee (the **Sub-Committee**) which shall comprise no more than five and fewer than three members of whom a majority will be trustees. These terms of reference shall apply to the Sub-Committee save that its duties are as follows:

- to consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Chief Executive Officer and such other officers as the Trust Board shall from time to time direct;
- in determining that framework, to seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors;
- to consider the outcome of every appraisal of the performance of the Chief Executive Officer and such other senior executives as the Board shall from time to time direct;
- to make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives as the Trust Board shall from time to time direct with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust and its progress towards fulfilling its objectives;
- to make recommendations to the Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives;
- to consider other topics, as defined by the Trust Board from time to time;
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Audit and Risk Sub-Committee

The Committee shall establish an Audit and Risk Sub-Committee (the **Sub-Committee**) which shall comprise no

more than five and fewer than three members of whom a majority will be trustees. These terms of reference shall apply to the Sub-Committee save that its duties are as follows:

- to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal;
- to discuss with the external auditor before the audit commences the nature and scope of the audit;
- to review the annual financial statements before submission to the Trust Board, focusing particularly on:
 - any changes in accounting policies and practices;
 - areas involving a significant degree of judgement;
 - significant adjustments resulting from the audit;
 - the going concern assumption;
 - compliance with accounting standards;
 - compliance with legal requirements;
 - the clarity of disclosures; and
 - the consistency of accounting policies from year to year.
- to discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss (in the absence of the management where necessary);
- to review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors;
- to keep under review the effectiveness of internal control systems, and review the external auditor's management letter and the management's response;
- to develop and keep under review risk management and measurement strategies across the Trust together with the procedures for monitoring the adequacy and effectiveness of those processes;
- to review the action and implementation of risk management policy across the Academy Trust;
- to consider the Trust's risk profile relative to current and future Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change;
- to receive and review risk management and relevant regulatory information and reports;
- to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence;
- to consider the effect on the rights of the Trust of the findings of the internal audits or the external audits;
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

In discharging its duties, the aims of the Committee are to:

- facilitate good communication between the Trust and its external auditor;
- increase the credibility and objectivity of financial reporting;
- strengthen the independence of the audit function;
- improve the quality of the accounting and auditing functions.

Please note:

Audit committee functions should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance, which means that:

- staff employed by the trust should not be members of an audit committee, but may attend to provide information and participate in discussions;
- where the trust operates a combined finance and audit committee, staff may be members but should not participate as members when audit matters are discussed; they may remain in attendance to provide information and participate in discussions

The accounting officer and other relevant senior staff should routinely attend the committee in the capacity set out directly above.

Annex 8: Terms of Reference: HR and Performance Management Committee

The board of trustees (the **Trust Board**) of The Boleyn Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the HR and Performance Management Committee (the **Committee**). These are its terms of reference.

Membership : The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be trustees.

Attendance : The Committee may ask the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

The Committee may also ask any other person whose attendance they consider necessary or desirable to attend any meeting either regularly or by invitation, to provide information.

Quorum : The quorum for each meeting should be one half of the members of the Committee in office at the time of the meeting (rounded up) providing trustees are in the majority.

Voting : Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on any equality of votes.

The Committee will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Confidentiality : Absolute confidentiality must be maintained in respect of any item concerning individuals

Meetings : The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Reporting back : The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

At every meeting of the committee the minutes of the last meeting shall be an agenda item, and, if agreed to accurate, shall be signed as a true record.

Authority : The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice if it considers this necessary.

Duties

The duties of the Committee shall be:

- to consider, determine and keep under review any strategies and policies for human resources and organisational development;
- to consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives;
- to undertake the role of the disputed resolution panel to consider appeals against the Chief Executive Officer

or Trust decisions;

- to ensure effective measures are in place to promote equality and diversity in employment;
- to consider the details of restructuring programs following any necessary approvals in principle by the Trust Board;
- to develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Trust's staff; and
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Local Governing Board Delegation

1. Introduction

Thank you for agreeing to play a valuable role as a member of a Boleyn Trust School's Local Governing Body.

The Boleyn Trust is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff.

This constitution and terms of delegation for your Local Governing Body has been agreed by the Trustees of the Boleyn Trust.

2. Remit

The role of a Local Governing Body is an important one. It is to provide focused governance for the School at a local level and it is the intention of the Trust Board to ensure that the responsibility to govern the School is vested in those closest to the impact of decision-making. The Local Governing Body monitors the School's key performance indicators and acts as a critical friend to the Headteacher and the School's senior leadership team, providing challenge where appropriate.

Local Governing Bodies carry out their functions in relation to their respective School on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the Local Governing Body's is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3. Intervention

The Local Governing Body will work closely with the Executive Team and shall promptly implement any advice or recommendations made by the Executive Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by Ofsted).

The Trust Board reserves the right to review or remove any power or responsibility conferred on the Local Governing Body under this constitution and terms of reference in circumstances where serious concerns in the running of the School are identified, including where:

- there are concerns about financial matters;
- there is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the School is managed or governed; or
- the safety of pupils or staff is threatened, including a breakdown of discipline.

Where necessary, the Trust Board will put in place for an appropriate period an intervention board whose responsibility it will be to address the areas of weakness.

4. Composition of Local Governing Bodies

Each Local Governing Body comprises a maximum of twelve members (which we refer to as **Local Governors**), including:

- the Chief Executive Officer – Ex-officio
- the Headteacher of the School;
- two elected parents or guardians of a pupil at the School, elected by parents of the School (**Parent Local Governors**);
- one employee of the School (**Staff Local Governor**);
- seven members appointed by the Trust Board on the recommendation of the Local Governing Board;

Each Local Governing Body shall have a Chair and a Vice-Chair.

The length of service of all Staff and Parent Local Governors shall be four years. The length of service of all members appointed by the Trust shall be four years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at the end of his or her term.

Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in **Annex 1** or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

5. Commitment of Local Governors

Local Governors are asked to:

- prepare for and make an active contribution at meetings of the Local Governing Body;
- champion the School in the local community;
- familiarise themselves with the School's policies;
- visit the School both during school hours (with prior arrangement with the Headteacher) and for evening events to get to know the School and to be visible to the School community; and attend training sessions for Local Governors, where possible.

6. Stakeholder voices

Local Governing Bodies are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements (including elected parent and staff governors on the Local Governing Bodies) and more broadly.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of Boleyn Trust Schools. All schools have active Pupil Councils with representatives from each year group. Each Local Governing Body is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

7. Appointment and responsibilities of Local Governors

a) Chair

The Chair is elected by the Local Governors. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term.

The Trust Board are entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The Chair and Vice-Chair will ordinarily meet with the Headteacher of the School and the Clerk before the start of the academic year to plan the work of the Local Governing Body for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the Local Governing Body;
- to set the agenda for meetings with the Headteacher and Vice-Chair;
- to report to the Trust Board in writing following any Local Governing Body meeting, if requested;
- to give an oral summary of the Local Governing Body's deliberations, if requested, at meetings of the Trust Board; and
- to provide a direct link between the Local Governing Body and the Trust Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Local Governing Body, the Chair of the Local Governing Body (or the Vice-Chair of the Local Governing Body in his or her absence) in consultation with the Chief Executive Officer or his nominated deputy, shall take appropriate action on behalf of the Local Governing Body. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Local Governing Body.

b) Vice-Chair

The Vice-Chair is elected by the Local Governors. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the Local Governing Body with the Chair, if requested; and
- to provide a link between the Local Governing Body and the Trust Board. In the absence of both the Chair and the Vice-Chair at a meeting, the Local Governing Body will elect a temporary chair from among their number.

c) Staff Local Governors

The staff member of the Local Governing Body shall be elected by the staff at the relevant School.

d) Elected Parent Local Governors

Parent Local Governors for each Local Governing Body shall be elected in accordance with the process set out below:

- When a vacancy arises, the Local Governing Body will write to all parents of pupils at the School seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role;
- If the number of nominees equals or is less than the number of vacancies on the Local Governing Body, the Local Governing Body can choose to appoint all (or any) of those nominated; and
- If there are more nominees than places available, the Local Governing Body will write to all parents of pupils at the School asking them to vote for their preferred candidate.

A Parent Local Governor should be a parent or carer of a registered pupil at the relevant School or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

e) Other responsibilities

Each Local Governing Body shall appoint from among its members' individuals with specific responsibilities which shall include:

- a Local Governor with responsibility for special educational needs and inclusion;
- a Local Governor with responsibility for safeguarding;
- a Local Governor with responsibility for statutory grants (including pupil premium);
- a Local Governor with responsibility for premises and health and safety;
- a Local Governor with responsibility for finance;
- a Local Governor for training.

f) Clerk to the Local Governing Body

The Local Governing Body in consultation with the Trust Board shall appoint a Clerk to the Local Governing Body who must not be a Local Governor. In the absence of the Clerk, the Local Governing Body shall elect a replacement for the meeting (who may be a Local Governor).

The responsibilities / functions of the Clerk to the Local Governing Body are as follows:

- convene meetings of the Local Governing Body including sending notices and papers of meetings;
- attend meetings of the Local Governing Body and ensure minutes are produced;
- maintain a register of members of the Local Governing Body including their terms of office and report any vacancies to the Local Governing Body;
- maintain a register of business interests of Local Governing Body members;
- maintain a register of Local Governors' attendance at meetings and report on non-attendance to the Local Governing Body;
- report to the Local Governing Body as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the Local Governing Body from time to time.

g) Ceasing to be a Local Governor

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the Local Governing Body, failed to attend Local Governing Body meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Trust;
- he or she is removed from office by the Trust Board.

8. Convening meetings of the Local Governing Body

Meetings of the Local Governing Body will be held at least once per term.

The Clerk to the Local Governing Body shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

The Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated because of any individual not having received written notice of the meeting or a copy of the agenda.

9. Voting at meetings of the Local Governing Body

The quorum for meetings of the Local Governing Body and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum. Where a meeting is not held, or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting;
- the Local Governing Body has access to the appropriate equipment; and
- provided that, if after all reasonable efforts, it does not prove possible for that Local Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Local Governing Body shall be determined by most the votes of Local Governors present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

10. Personal interests of Local Governors

Local Governors shall complete a register of their business interests, which shall be reviewed annually.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Local Governor shall:

- disclose that fact to the Local Governing Body as soon as he or she becomes aware of it. A Local Governor must absent himself or herself from any discussions of the Local Governing Body in which it is possible that a

conflict will arise between his or her duty to act solely in the interests of the School and such duty or personal interest;

- withdraw from any meeting for that item unless expressly invited to remain to provide information;
- not be counted in the quorum for that part of any meeting; and withdraw during the vote and have no vote on the matter.

11. Committees of the Local Governing Body

The Local Governing Body may establish committees to carry out certain functions of the Local Governing Body. The Local Governing Body must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any new committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trust Board.

12. Minutes

Attendance at each Local Governing Body meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Local Governing Body. The written record (once approved by the Chair of the relevant Local Governing Body meeting) shall be forwarded by the Clerk to the Local Governing Body to the Clerk to the Trust Board as soon as is reasonably practicable.

13. Delegation to the Local Governing Body

The Local Governing Body shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the Local Governing Body and that is communicated in writing to the Chair of the Local Governing Body.

a) General

The governance of the School is delegated to the Local Governing Body who may exercise the powers of the Trust in so far as they relate to the School, subject to:

- any restrictions in the Companies Act which requires a decision of the Members or the Trust Board;
- the Articles;
- Policies and Procedures set by the Trust Board;
- a specific decision of the Trust Board;
- paragraphs b) to d) below; and
- the reserved matters as set out in Appendix 2.

The Trust Board and the Local Governing Body acknowledge that they each play a crucial role in the governance of the School and commit to working together in the best interests of the Trust and the Schools. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled:

- to overrule a decision of the Local Governing Body; and/ or
- to remove delegated powers from any Local Governing Body if (in their reasonable opinion) they consider it to be in the best interests of the School or the wider Trust.

b) Decision Making

The relationship between the Trust Board and the Local Governing Body is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible. All decisions taken under delegated authority must be reported to the next available Trust Board meeting. This should routinely be done by way of a minute of the decision or of the meeting at which the decision was taken.

c) Financial matters

The Local Governing Body shall assess the annual budget for the subsequent financial year prepared by the School's Headteacher and senior leadership team and submit the budget to the Trust Board's Finance Committee for approval in accordance with the timeline specified by the Trust Board.

Subject to the paragraph below, the Local Governing Body shall have the power to expend funds of the Trust Board which relate to the School as it considers in the best interests of the School and in accordance with the Finance Manual and the Procurement Policy. The Local Governing Body shall have regard to:

- the Objects of the Trust and the restrictions attached to any grant funding;
- the School's developmental priorities as set out in the School Development Plan; and
- financial sustainability.

In line with their duties and responsibilities as trustees and directors, the Trustees shall be entitled to determine that a proportion of the budget in respect of the School be held centrally for the following reasons:

- to be allocated to the provision of central services received by the School;
- in pursuance of the School Trust's reserve policy; and/ or
- as otherwise may be determined by the Trustees acting reasonably and in the best interests of the Trust.

d) Contractual authority

The Headteacher is authorised to enter into a contract on behalf of the Trust in so far as it relates to the School provided that:

- the contract does not exceed the value specified in the Finance Manual from time to time;
- the contract has been procured in compliance with the Trust's procurement policy and in accordance with the Academies Financial Handbook;
- consideration is given as to whether the contract constitutes a 'related party transaction'; and
- the contract does not relate to the following services: HR; payroll; accountancy; audit; education inspection; leadership and CPD; energy supplier and energy management; financial management systems; management information systems; ICT systems and ICT hardware supplier contracts; Telecommunication systems; stationery and consumables supplier contracts; catering contracts; cleaning contracts; facilities management; capital works; and health and safety management systems.

unless:

- a) in the case of leadership and CPD support, it complements rather than duplicates the Trust offer or, in any other service area, the Chief Executive Officer has been consulted; or
- b) the contract is of a low value and short term (in the view of the Local Governing Body acting reasonably).

14. Key functions of the Local Governing Body

The Local Governing Body is asked to carry out the following functions:

a) Governance

- To champion the Boleyn Trust vision and values in the School and to ensure the wellbeing of the pupils;
- To determine the educational character, mission and ethos of the School reflecting the wider character, mission and ethos of the Trust;
- To ensure that the school has a medium to long-term vision for its future, that is consistent with the Trust's vision, and a robust strategy for achieving it;
- To appoint (and remove) from its number, the Chair, Vice-Chair and Local Governors with specific responsibilities for special educational needs and inclusion, safeguarding, statutory grants (including pupil premium), health and safety and financial matters;
- To review and amend the policies of the School (in line with any Trust prescribed policy);
- To implement a means whereby the School can receive and react to pupil, parental and staff feedback; and
- To establish and maintaining a relationship with the members of the local community.

b) Finance and contracts

- To appoint a Local Governor responsible for Finance;
- To approve the annual budget for the School for submission to the Finance, Audit and Risk Management Committee;
- To monitor the School's delegated budget and ensure that any variances are reported to the Trust Board's Finance Committee for approval;
- To monitor income, expenditure and cash flow of the School;

- To ensure proper financial controls are in place at the School;
- To maintain a register of Local Governing Body members' business interests;
- To ensure provision of free school meals to those pupils meeting the criteria;
- To enter contracts up to the limits of delegation and within an agreed budget; and
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services/functions provided/procured by the School Trust.

c) Curriculum and standards

- To approve the curriculum proposed by the Headteacher (to the extent that it is consistent with the Trust-wide policy);
- To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the School;
- To monitor the KPI figures reported from the Headteacher relating to standards; and
- To develop, monitor and approve the School Development Plan in tandem with the Self-Evaluation Form.

d) SEN

- To appoint a Local Governor responsible for SEN and inclusion;
- To review and maintain the School's SEN policy; and
- To provide oversight of the implementation of the policy within the School and compliance with the Disability Discrimination Act requirements.

e) Safeguarding

- To appoint a designated governor for safeguarding;
- To review and maintain a safeguarding and child protection policy for the School (consistent with the Trust-wide policy); and
- To ensure the completion of the single central record.

f) Behaviour

- To review and maintain a behaviour policy for the School; and
- To convene a committee to review the exclusion of a pupil by the Headteacher.

g) Admissions

- To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes;
- To decide for determining admissions; and
- To ensure effective arrangements are in place for pupil recruitment.

h) Pupil related matters

- To review attendance and pupil absences (as part of the KPI report);
- To appoint a Local Governor responsible for statutory grants including pupil premium;
- To monitor the impact of the pupil premium in the School;
- To monitor the impact of other ring fenced grants such as the Sports Premium;
- To follow the Trust's complaints procedure
- To hear complaints at the relevant stage;
- To ensure effective arrangements are in place for pupil support and representation at the School; and
- To support the Trust and the Headteacher in the extended school provision in the School.

i) Staffing

- To participate in the process to recruit either a Headteacher or Deputy Headteacher as requested by the Boleyn Trust Chief Executive Officer;
- To support the Headteacher in the development and review (from time to time) of an appropriate staffing structure for the School and for the appointment of School staff to ensure that the School is fully staffed in accordance with that structure;
- To ensure that there is effective communication between the Headteacher and the Trust Board;
- To ensure that the Trust's policies on all HR matters are implemented in the School;

- To monitor the implementation of the Trust's policies at the School for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.

j) Information management and communication

- To ensure the effective implementation of the data protection policies and procedures in the School;
- To ensure systems are in place in line with the Trust's strategy at the School for effective communication with pupil, parents or carers, staff and the wider community including the support of a local parent teacher association (if established).

k) Health, safety, risk and estates

- To appoint a Local Governor responsible for health and safety;
- To review the risk register of the School and prepare a Risk report for the Trust Board;
- To adopt a health and safety policy for the School (in line with the Trust-wide policy);
- To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the School; and
- To conduct site inspections to review any health and safety issues and the security of premises and equipment

15. Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

16. Circulation list

This constitution and these terms of reference shall be circulated to the Trust Board, all Local Governors, the Clerk to the Local Governing Body, and others at the discretion of the Chair of the Trust Board or the Chair of a Local Governing Body. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

Annex 1: Local Governor declaration and Business Interest

The Trustees
The Boleyn Trust
Tollgate Primary School
London
E13 8SA

[date]

Dear Sirs,

The Boleyn Trust (Academy Trust) – appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of **[name of school]** in accordance with the Terms of Reference for Local Governing Bodies prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Terms of Reference for Local Governing Bodies (and by extension the Articles of Association of the School Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Local Governors in accordance with paragraph 8 of the Constitution and Terms of Reference for Local Governing Bodies (or as prescribed by the Trustees of the School Trust from time to time).

Yours faithfully,

Signed:

Name:

Date:

Annex 2: Reserved matters

The Reserved Matters are:

Members

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- to change the name of the School Trust;
- to change the Objects (which would require Charity Commission and Secretary of State consent);
- to change the structure of the Trust Board;
- to amend the Articles of Association;
- to pass a resolution to wind up the Trust; and
- to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- to change the name of the Academies;
- to determine the educational character, mission or ethos of the Academies;
- to adopt or alter the constitution and terms of reference of any committee of the Trust Board;
- to terminate a supplemental funding agreement for a School;
- to establish a trading company;
- to sell, purchase, mortgage or charge any land in which the Trust has an interest;
- to approve the annual estimates of income and expenditure (budgets) and major projects;
- to appoint investment advisors;
- to sign off the annual accounts;
- to appoint or dismiss the Chief Executive Officer, the Chief Finance Officer, the Company Secretary or the Clerk to the Trustees;
- to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it);
- to do any other act which the Articles expressly reserve to the Trust Board or to another body or
- to do any other act which the Trust Board determine to be a Reserved Matter from time to time.