



Scheme of Governance

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1 Introduction

This Scheme of Governance (Scheme) has been made by the Trustees of The Priory School Trust (Academy Trust) to set out a framework under which the Academy Trust is governed and managed, and in particular:

- how the individuals which are involved in the governance of the Academy Trust work together effectively;
- the relationship between the Trustees, the local governing bodies (LGBs) and the senior leadership team; and
- how the Trustees ensure compliance with the various legal and regulatory requirements placed on them.

This Scheme shall be reviewed by the Trustees annually and in doing so the Trustees shall have regard to any new legislation or guidance affecting the provisions of these documents.

A copy of this Scheme shall be given to the Members of the Academy Trust, every Trustee, each Local Governor, the Executive Principal, the Heads of the Academies operated by the Academy Trust (the Heads), the Finance Director and the Company Secretary (if appointed).

2 The Academy Trust

The Academy Trust is a charitable company limited by guarantee with exempt charitable status. Its constitution is its Articles of Association. The Objects of the Academy Trust (the purposes it exists to further) are:

- a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("the Academies"); and
- b. to promote, for the benefit of the inhabitants of Shrewsbury and the surrounding area, the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason or their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

The Academy Trust is responsible for The Priory School, St Martins (3-16 Learning Community) and any schools that join the Academy Trust in the future (Academies).

The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each Academy under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (Funding Agreement).

The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's (DfE) Academies Financial Handbook (Handbook).

There are a number of roles involved in the running of any multi-academy trust and these are as follows:

- the Members;
- the Trustees;
- the Executive Principal
- the Finance Director
- LGBs: each Academy has an LGB formed by the Trustees as a committee of the Trustees. The members of the LGBs are called Local Governors; and
- the Heads who have responsibility for the day to day running of their respective Academy.

3 Members

3.1 The role of the Members

In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights and responsibilities, including:

- the right to appoint the external auditors;
- the right to change the name of the Trust;
- the right to remove Trustees (provided that a specific procedure is followed which includes the right of the relevant Trustee to make representations);
- the right to receive an annual report from the Trustees and the Executive Principal on the Academy Trust's performance;
- The right to approve any service contracts for Trustees;
- The right to receive an annual report from the Trustees and Executive Principal on Standards;

- the right to receive the annual accounts;
and
- the right to review and amend the Articles of Association of the Academy Trust (Articles).

They also have the right to appoint up to 7 Trustees under the Articles.

The Members are required to provide a guarantee that, if the Academy Trust were to be wound up and the assets did not meet all of its liabilities, they would contribute £10.

The Members will often meet just once a year at the annual general meeting (AGM).

3.2 *The appointment of the Members*

Members are appointed in accordance with Articles 12 to 18. There must be a minimum of three Members at any one time although the DfE's current policy is that every academy trust should endeavour to have five Members.

On appointment, all Members are required to complete a consent to be a member form (attached at Appendix 1). The Company Secretary will update the register of Members as appropriate. Companies House does not need to be notified.

The Handbook requires the appointment of any new Member to be notified to the DfE via the governance section of Edubase which is accessed via 'Secure Access' within 14 days of appointment to enable an assessment of his or her suitability.

4 Trustees

4.1 *Capacity of Trustees*

Each Trustee is:

- a director of the Academy Trust; and
- a charity trustee.

The Trustees meet together as the Board of Trustees to carry out their duties and functions.

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 Appendix 2;
- comply with:
 - the Articles;
 - this Scheme;
 - the requirements of charity law (including the Charities Act 2011) and company law (including the Companies Act 2006); and
 - the Schedule of Delegation;
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Academy 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; and
- participate actively in the induction process and any relevant training.

4.2 *Constitution of the Board of Trustees*

The minimum number of Trustees is three although the number of Trustees is not subject to any maximum.

The Board of Trustees is constituted as follows:

- up to 7 Trustees appointed by Members ;
- the Executive Principal if approved by the Members;
- co-opted Trustees (appointed by Trustees who are not themselves co-opted Trustees).

The number of staff Trustees must not be more than one third of the whole Board.

The Trustees shall elect a Chair and Vice-Chair from among their number each academic year.

4.3 *Recruitment of Trustees*

It is essential that the Board of Trustees 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 Trustees fit in with the Academy 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 Academy Trust's Articles (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 or she is taking on and consents to act as a Trustee.

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

The Trustees shall provide each new Trustee with a copy of:

- the Articles;
- this Scheme; and
- the Schedule of Delegation.

New Trustees should also be provided with copies of the Academy Trust's annual report and financial statements from the previous three years and an explanation of the Academy Trust's relationship with its trading subsidiary, Salop Teaching School Alliance.

4.4 *The appointment of Trustees*

On appointment, all Trustees shall be required to:

- undergo an enhanced Disclosure and Barring Service (DBS) check;
- complete a Trustee declaration (attached at Appendix 3);
- complete an AP01 form for submission by the Company Secretary to Companies House (either in paper form or electronically); and
- complete a declaration of business interests form.

The Company Secretary shall update the register of Trustees in the statutory books.

4.5 *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 Academy 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.

4.6 *Accountability of Trustees*

The Trustees are chiefly accountable to:

- the beneficiaries of the Academy Trust (pupils at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the students;
- the DfE, the Education & Skills Funding Agency (ESFA) 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 Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Academy 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 Academy Trust and the Academies are subject.

4.7 *Powers, functions and responsibilities of Trustees*

The Trustees are responsible for the governance and supervision of the Academy Trust, its committees (including the LGBs), the Executive Principal and the Finance Director.

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

- establishing the vision, mission and values for the Academy Trust;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles and safeguarding the assets of the Academy Trust;
- designing strategy and structure for the operation of the Academy Trust;
- the delegation of running the Academies and directing the education, pastoral care, financial and other policies of the Academies to the Executive Principal in accordance with the

Articles and the Funding Agreements (including the Handbook);

- ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
- 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 Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

The duties and responsibilities of the Trustees are explained in further detail in Appendix 4 and CC3: the essential trustee: what you need to know, what you need to do (Charity Commission, July 2015).

4.8 *Conducting Trustees' business*

The Trustees are required to:

- act together and in person and not delegate responsibility of the Academy Trust to others;
- act strictly in accordance with the Articles;
- act in the Academy Trust's interests only and without regard to their own private interests;
- manage the Academy Trust's affairs prudently;
- not take personal benefit from the Academy 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 Principal, the Heads and the Finance Director accountable. 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 Academy 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 Trustees shall comply with the requirements of the Handbook, which shall be circulated to all Trustees.

4.9 *Chair of Trustees*

The Board shall appoint an individual from among their number to act as Chair. The terms of the Chair's appointment are set out in Article 82. A change of Chair will require a notification to be made to the DfE, including a CRB disclosure form to be submitted via the DfE.

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

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 Board of Trustees and to have a second or casting vote in any case of an equality of votes at a meeting of the Board of Trustees), 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 Executive Principal's appraisal) then this must be delegated to him by the Board in accordance with an appropriate power of delegation in the Academy Trust's Articles.

4.10 *Meetings of Trustees*

There will be at least three meetings of the Trustees in every academic year. Meetings will normally be held towards the end of each term and the dates will be published at the beginning of each academic year.

All meetings of the Trustees shall be convened and conducted as provided by the Articles.

Each meeting of the Trustees will ordinarily cover the following:

- a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
- whether adequate financial monitoring of budgets and activities is being undertaken;
- progress on any action identified to improve financial arrangements;

- significant contracts proposed to be entered into; and
- details of any significant matters affecting:
 - staff;
 - pupils' welfare or education; and
 - assets.

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

4.11 Risk management

Statements of recommended practice (Charities SORP FRS102 and Charities SORP FRSSE) set out requirements for reporting on the risks to a charity. These requirements apply to all charities which meet the charity audit threshold, regardless of whether they are reporting under FRS102, which applies to larger charities, or FRSSE, which applies to smaller charities.

If the Academy Trust meets the charity audit threshold, the Trustees' report must include a description of the principal risks and uncertainties facing the Academy Trust and its 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 Academy 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 following policies shall be approved by the Trustees (Trust-wide)

- Risk management policy (which drives the risk register)
- Contingency and business continuity;
- Fraud
- Whistleblowing
- Lettings
- Health and safety
- First Aid
- Charging and remissions
- Tendering and procurement
- Curriculum
- SEN and DDA
- Safeguarding and Child Protection
- School Trips
- Behaviour
- Admissions
- Complaints
- Data Protection
- Staff Discipline, Conduct, Grievance

The Finance and Audit Committee supported by nominated Trustees and the Finance Director, shall prepare a Trust risk register for approval by the Trustees and LGBs along with a procedure by which the risk register shall be subject to regular review and made available to all staff. The risk register shall have named individuals assigned to manage each area.

Each LGB shall maintain a separate Risk Register for its school.

4.12 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 Academy Trust. The duty is to:

- declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- avoid any conflict of interest between that interest and the interests of the Academy 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 Academy Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Academy Trust and a third party.

Trustees which are nominated or appointed by other institutions have the same powers and duties as all other Trustees and owe their duties to the Academy Trust only. They must not allow those duties to come into conflict with duties they may owe to their nominating / appointing body.

All Trustees are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
- interests of related persons including, but not limited to, parents, spouses, children, personal and business partners.

The Company Secretary shall be responsible for maintaining a register of business interests including nil returns.

Each meeting of the Trustees shall include a standing agenda item for those attending to declare any changes to their declarations of interest.

No Trustee shall receive any payment for their work as a Trustee, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the Finance Director.

5 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 Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Board of Trustees 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 Principal and the Finance Director. The Trustees must also consider when and from whom they should take professional advice.

Delegation can be made to:

- Trustee committees (or individual Trustees);
- the LGBs;
- the Executive Principal and Finance Director
- the Heads.

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 Head and the Finance Director, 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 the powers listed in Appendix 5 which are reserved to the Members and/or the Trustees (Reserved Matters).

6 Committees

The Trustees may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Trustees under terms of reference.

Each committee shall be chaired by a Trustee (with the exception of an LGB which may or may not be chaired by a Trustee).

Membership of a committee may include persons who are not Trustees provided that (with the exception of the LGBs) a majority of the members of the committee is Trustee.

Except in the case of an LGB, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

The Trustees shall ensure that they receive adequate feedback on the work of any committees.

Committees will act in an advisory capacity to the Trustees, except where powers have been specifically delegated to them by the Trustees. The specific committees to be appointed are as follows:

- Finance & Audit Committee
- Pay Committee (a sub-set of the Finance Committee or the Board meeting as a Pay Committee)
- Other Committees as required

The terms of reference of each committee of the Trustees must be approved by the full Board of Trustees and reviewed at least once in every 12 months. They provide the sole agreed framework within which each committee operates.

7A Local Governing Bodies

The Trustees will establish an LGB in respect of each of the Academies (although it may, if desired, appoint one LGB in respect of two or more of the Academies). The LGB is a committee of Trustees. They are constituted and operate under terms of delegation which may be amended by the Trustees from time to time. The terms of reference will confirm what powers the Trustees have delegated to the LGB.

In summary, the role of the LGB is to:

- provide advice to the Trustees on the functioning of that Academy;
- act as a key link between the Academy Trust, parents and the Academy community;
- act as a sounding board for the Head and Executive Principal/ Finance Director and offer challenging but positive support to the Head;
- continually review the overall impact of the Academy; and
- assist with and review the implementation of certain academy policies, such as student admissions and behaviour.

The LGB is made up of individuals who may or may not also be Trustees in accordance with the Articles.

7A.1 Introduction and Mission Statement

As a sponsoring multi-academy trust (MAT), our mission, as stated in our strategy, is: To improve, continually, the educational provision at The Priory School and other schools joining the MAT in order for all children in The Priory School Trust to access a high quality and improving learning and cultural environment that inspires and motivates children, staff, parents and the wider community, to engage in education. All our local governing bodies are committed to this.

7A.2 LGB Remit

Broadly, the role of an LGB is to provide focused governance for the Academy at a local level. It monitors the Academy's key performance indicators and acts as a critical friend to the Head teacher, providing challenge where appropriate. The LGBs carry out their functions in relation to their respective Academy on behalf of and in accordance with policies determined by the Trustees. The act of delegation from the Trustees to the LGBs is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

7A.3 LGB Composition

Each LGB comprises a maximum of 12 members (Local Governors), including:

- the Head of the Academy;
- at least two elected parents or guardians of a pupil at the Academy (Parent Local Governors);
- for all schools judged either as good or outstanding, up to two employees of the Academy comprising one teacher member and one elected non-teaching staff member elected by employees of the Academy and will be known as Staff Local Governors, and
- such other members as the Trustees decide.

Each LGB shall have a Chair and a Vice-Chair.

The length of service of all Local Governors and the Clerk to the LGB shall be three 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 Appendix ? or as prescribed by the Trustees from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service (DBS).

7A.4 Commitment of Local Governors

Local Governors are asked to:

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

7A.5 Appointment and particular responsibilities of Local Governors

.1 Chair

For good/ outstanding schools, the Chair is appointed by the LGB; otherwise the Chair is appointed by the Trustees. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the Chair from office at any time, although this would be without prejudice to the individual's position as a Local Governor.

The Chair will ordinarily meet with the Head of the Academy and the Clerk to the LGB before the start of the academic year to plan the work of the LGB for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the LGB;
- to set the agenda for meetings with the Head and Vice-Chair;
- to report to the Trustees in writing following each LGB meeting, if requested;
- to give an oral summary of the LGB's deliberations if requested at meetings of the Board of Trustees; and
- to provide a direct link between the LGB and the Trustees.

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

.2 Vice-Chair

For good/ outstanding schools, the Vice-Chair is appointed by the LGB; otherwise the Vice-Chair is appointed by the trustees. 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 Trustees are entitled to remove the Vice-Chair from office at any time, although this would be without prejudice to 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 LGB with the Chair, if requested; and
- to provide a link between the LGB and the Trustees.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a temporary Chair from among their number.

.3 Staff Local Governors (good/ outstanding schools only)

The teacher member of the LGB shall be elected by the teaching staff at the Academy.

The non-teaching staff member of the LGB shall be elected by the non-teaching members of staff of the relevant Academy.

The responsibilities of the Staff Local Governors are to reflect the interests and opinions of teaching and non-teaching staff at the Academy to the LGB.

.4 Parent Local Governors

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

- when a vacancy arises, the LGB will write to all parents of pupils at the Academy 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;
- in the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated; and
- if there are more nominees than places available, the LGB will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.

A Parent Local Governor should be a parent of a registered pupil at the relevant Academy or

where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

The responsibilities of the Parent Local Governor are to represent the interests and opinions of the Parent Body of the Academy to the LGB.

.5 Other responsibilities

Each LGB shall appoint from among its members individuals with specific responsibilities which shall include:

- a Local Governor with responsibility for curriculum and outcomes;
- a Local Governor with responsibility for special educational needs;
- a Local Governor with responsibility for safeguarding;
- a Local Governor with responsibility for finance;
- a Local Governor with responsibility for pupil-related matters, including the pupil premium; and
- a Local Governor with responsibility for health and safety.

.6 Clerk to the Local Governing Body

The LGB shall appoint a Clerk to the LGB who may not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting.

The responsibilities / functions of the Clerk to the LGB are as follows:

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

.7 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 LGB, failed to attend LGB 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 Academy Trust;
- he or she is removed by the person or persons who appointed him. This does not apply in respect of a person who is serving as a Parent Local Governor;
- he or she is a Staff Local Governor who has ceased to be employed by the Academy Trust; or
- he or she is removed by the Trustees in circumstances where they consider (acting reasonably) that it is in the best interests of the Academy Trust to remove the Local Governor.

7A.6 Convening meetings of the Local Governing Body

Meetings of the LGB will be held in each term.

The Clerk to the LGB 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.

Any two Local Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

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 by reason of any individual not having received written notice of the meeting or a copy of the agenda.

7A.7 Voting at meetings of the Local Governing Body

The quorum for meetings of the LGB and for any vote on a matter at such meetings is one third 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; and
- the LGB 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 LGBs shall be determined by a majority of 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.

The Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Local Governors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Local Governors and may include an electronic communication by or on behalf of the LGB indicating his or her agreement to the form of resolution providing that the Local Governor has previously notified the LGB in writing of the email address or addresses which the Local Governor will use.

7A.8 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 LGB as soon as he or she becomes aware of it. A Local Governor must absent himself or herself from any discussions of the LGB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order 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.

7A.9 Committees of the Local Governing Body

With the prior agreement of the Trustees the LGB may establish committees to carry out certain functions of the LGB. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trustees unless such committees are required urgently, in which event the Chair can authorise the establishment of the committee and report subsequently to the Trustees.

7A.10 Minutes

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

7A.11 Delegation to the LGB

The LGB shall have the roles set out in this Constitution and any other role that the Trustees agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

For the avoidance of any doubt, Appendix 5 contains a list of reserved matters which are matters for consideration and determination by the Members and Board of Trustees and are not issues for determination by the Local Governors.

7B Finance & Audit Committee

7B.1 Constitution

The Finance & Audit Committee is a committee of the Board of Trustees of The Priory School Trust.

7B.2 Membership and attendance

The members and the Chair are appointed by the Board of Trustees and shall initially have six members. The Finance Director shall normally attend meetings.

The Secretary of the Board of Trustees shall act as secretary of the committee, unless otherwise decided.

The committee may, normally acting through the Chair in agreement with the Executive Principal, invite other members of the staff of a school of the Trust to attend generally or for specific meetings. The committee may, acting through its Chair, invite members of the LGB of a school in the Trust or any other persons to attend generally or for specific meetings and, with the consent of the Chair, to speak.

7B.3 Meetings

The committee shall meet at least three times a year, at least once in each term. Meetings will be convened by the Secretary or the Chair, or by any three members giving notice to the Secretary and the Chair. Notice of meetings will be sent to members at such addresses as they have given for that purpose, including email addresses.

The committee shall meet in an advisory capacity as an Audit Committee at least once a year at the end of the audit cycle, and in the summer term in preparation for audit. Additional meetings may be proposed by the Board.

The quorum for meetings shall be at least three members, of whom a majority shall be Trustees. Presence can be in person or by telephone.

7B.4 Procedure

The committee shall conduct its meetings as it may determine, subject to the Articles of Association of the Trust, any instructions from the Board of Trustees and these terms of reference.

Each member shall have one vote. In the event of an equality of votes, the Chair shall have a second and casting vote.

Decisions confirmed by email shall be as valid as if made at a duly convened meeting, provided they are quorate and approved by a majority of those voting.

7B.5 Minutes & Reporting

The Secretary of the committee shall keep minutes of the discussion at the meetings, which shall, subject to any omissions approved by the Chairman for confidentiality or because they relate to individuals, be made available to all Trustees and members of the committee.

As required by the Articles of Association, each meeting of the committee shall be reported to the next following meeting of the Board of Trustees.

7B.6 Objects

The objects of the Finance & Audit Committee are to:

- act as the Finance & Audit Committee of the Trust;
- promote the best interests of the schools of the Trust;
- consider such aspects of the future and strategy of the Trust as it thinks relevant to its role;
- ensure the Trust is managed by the Executive Principal and Finance Director having regard to probity and effectiveness in the context of their financial resources and in the best interests of all stakeholders, including but not limited to the pupils, future pupils, staff, parents, future parents, the Trust and the neighbourhood; and
- undertake such other duties as it may be asked to undertake by the Board of Trustees.

7B.7 General Responsibilities

The Finance & Audit Committee shall:

- consider and make recommendations on the strategy for the Trust;
- monitor and make recommendations on the financial affairs of the Trust, in the light of the financial effectiveness of its schools and their progress, achievements, objectives, performance indicators, opportunities and threats and any other relevant matters;
- regularly monitor actual expenditure and income against budget;

- ensure the annual accounts are produced in accordance with the requirements of the relevant Companies Acts and guidance issued to academies by the Department for Education;
- authorise the award of contracts over an agreed amount;
- authorise changes to the schools' personnel establishments;
- review the reports of the Internal Auditor on the effectiveness of the financial procedures and controls;
- consider such issues as the Executive Principal or Finance Director or any member may wish to raise unless the Chair considers the subject inappropriate for any reason and, in particular, matters relating to individuals which are confidential and/or should be dealt with through management accountability; and
- keep under regular review, at least annually, any policies referred to it.

7B.8 Specific Responsibilities

The Finance & Audit Committee shall have the following specific responsibilities:

- Risk management strategy
- To monitor & review staff policies and procedures:
 - Staffing structure
 - Staff remuneration, pensions and conditions of service
 - Staff code of conduct / disciplinary procedures
 - Staff appointment procedures
 - Performance management policy
 - Staff allegations and grievance procedures
 - Disability statement prepared (with regard to staff)
 - Equal opportunities for staff policy
 - Staff induction arrangements
 - Relationship with staff associations
 - Policy for safeguarding and promoting pupil welfare policy - CRB checks for staff and governors at appropriate level
 - Continuous professional development policy
 - Whistle-blowing procedures
 - Pay policy
 - Annual salary Review
- To monitor and review Marketing, PR, Development and Community links
- Building Maintenance:
 - Developing school buildings strategy or master plan and contributing as required to Asset Management Planning
 - Procuring and maintaining buildings
 - Buildings insurance and personal liability
- Health & Safety:
 - To institute a health and safety policy
 - To ensure that health and safety regulations are followed
 - To monitor and review the First aid/Medical treatment of students procedures policy.
 - Disability statement prepared (to meet requirements of DDA or 3-year DDA plan)
- Support Services:
 - To ensure that school lunch nutritional standards are met.
 - To monitor and review arrangements/costs of:-
 - Catering
 - Cleaning
 - Grounds Maintenance
- When meeting as an Audit Committee:
 - To review the draft accounts and Trustees' report at the completion of the annual audit and to recommend their adoption by the Board.
 - To discuss with the Auditors, without management being present, the remit given to them, any problems arising from the audit, including accounting and audit judgements, levels of errors identified and other issues that emerged during the course of the audit.
 - To review the Auditors' draft letter of representation and to recommend its signature by the Chairman of the Board.
 - To review the management letter and management's proposed response to the audit

findings.

- To review with management the Auditors' performance and value for money.
- To recommend the re-appointment of the Auditors or the institution of a fresh tendering exercise to the Board.
- To consider other matters relating to the Trust's financial risk management and internal control as requested by the
- The Chairman to report the findings of the Committee to the Board.
- To report at once to the Chairman of the Board any serious concerns of suspected fraud or misconduct.

7B.9 Authority

The Finance & Audit Committee shall act subject to any instructions from the Board of Trustees.

7C Pay Committee

7C.1 Constitution

The Pay Committee is a committee of the Board of Trustees of The Priory School Trust. Its main functions are to:

- determine the salaries of teaching and support staff
- undertake the Executive Principal's Performance Management
- consider and review the performance management and pay policies for the school
- hear appeals from teachers whose application or claim for progression is unsuccessful

7C.2 Membership

The membership of the committee shall be

- three governors (if the Executive Principal has substantive responsibility for one of the schools in the Trust, then one of these governors may be an LGB member of that school)
- one/two named reserve(s), in order of precedence if two are named, who shall act if a member of the committee is unable to attend.

No governor who is employed at the Trust will be appointed.

Members of the committee and the named reserve(s) shall be appointed annually at Meeting 1 of the Trustees.

One of those appointed to the committee shall be appointed as chairman/chair of the committee either by the Trustees or by the committee.

Should a vacancy arise on the committee a successor shall be appointed by the Trustees at their next meeting following receipt of the resignation and members so appointed shall serve until the next annual review.

The Clerk to the Trust will oversee the process and paperwork.

The Pay Committee will be attended by the Executive Principal/Head in an advisory capacity (but who must withdraw when it comes to decision on his/her pay).

7C.3 Responsibilities

To determine annually, as required by the School Teachers Pay and Conditions regulations and within the scope of the adopted performance management and pay policies and the salaries budget adopted by the governing body, the salaries of the teaching staff employed at the school.

To determine annually, in accordance with the adopted pay policy, any appropriate regulations and agreements and any other advice issued, within the salaries budget adopted by the governing body, the salaries and gradings of support staff.

In order to carry out 1 and 2, the Executive Principal submits a report which summarises the recommended pay awards. The process which determines the content of this report is:

- Line managers in individual schools submit paperwork and recommendations to the Executive Principal/Head, who will make an initial judgment on the performance of the staff.
- The Heads of all schools in the Trust moderate this work, in order to ensure a consistent approach to pay progression. The moderation process examines and scrutinises a range of staff and a range of performance levels. Where disagreements arise, the Executive Principal is the final arbiter.
- The Executive Principal, where required, may consult with the Chair of the Trustees on the recommended pay progression of the Heads of the schools.

Once the decisions have been made, the Executive Principal communicates said decisions to staff. Where appeals against these decisions are to be made, staff must communicate in writing, within ten days of receiving the notification of pay, addressing their appeal to the Clerk to the Pay Committee (clerk@tpstrust.co.uk), copying their appeal to the Executive Principal.

- The Pay Committee hears any appeal by a member of staff against a recommendation of pay.
- The Pay Committee hears any appeal by a teacher against entries made within their performance review statement.
- The Pay Committee hears any appeal by a teacher employed at the school against the outcome of their threshold assessment application.

The decision of the Pay Committee is final.

To operate in accordance with statutory performance management framework and the school's adopted pay policy as follows:

- to select an external adviser to review the Executive Principal's performance and receive advice on objectives
- to conduct the Executive Principal's performance review
- to agree performance objectives with the Executive Principal
- to determine whether the outcome of this performance review meets the criteria for pay progression (if relevant) as covered under the adopted pay policy.

Annually, the Executive Principal will submit:

- a performance management policy
- a pay policy for the school

with a view to the committee recommending the policies to the Trust Board for adoption.

7D Other Committees

8 Intervention Rights

Intervention in times of concern

The Board of Trustees remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance outlined in this Scheme of Governance and the Schedule of Delegation] are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, grant or withdraw delegated authority for a particular element of governance.

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

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy or Academies are identified (either internally within the Academy Trust or by a third party), 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 Academy is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

The delegated budget

In line with their duties and responsibilities as trustees and directors and irrespective of the delegations set out in the Schedule of Delegation, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

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

9 The Company Secretary and the Clerk

The Company Secretary (if one is appointed) is appointed and removed by the Trustees.

If appointed, the Company Secretary is the chief administrator with respect to the Academy Trust's administration affairs.

The main functions of the Company Secretary are set out in the advice note entitled Information for the company secretary

The Trustees shall also appoint a Clerk (who may or may not also be the Company Secretary). The Clerk shall not be a Trustee (including the Executive Principal) or a Head. However, if the Clerk fails to attend a meeting of the Trustees, the Trustees may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

10 The Executive Principal

The Trustees may appoint a Chief Executive Officer/ Executive Principal (who will be known as the Executive Principal).

The role of the Executive Principal is to provide professional leadership, strategic management and direction for the Academy Trust and its Academies. The Executive Principal may also be a Head of one of the Academies.

Subject to the approval of the Members, the Executive Principal is an ex-officio Trustee.

The Executive Principal will report to the Trustees and shall comply with any reasonable direction by the Trustees when acting on the Academy Trust's behalf.

Broadly, the Executive Principal is responsible for:

- the internal organisation, management and control of each of the Academies;
- advising on and implementing the Academy Trust's strategic framework; and
- the implementation of all policies approved by the Trustees.

The Executive Principal shall have the authority to direct the Heads in relation to operational and educational standards matters, particularly with regard to improving educational standards and matters which could adversely affect the financial or reputational position of the Academy Trust.

The Executive Principal will formulate aims, objectives, policies and targets for the Trustees to consider, and will report to the Academy Trust on progress at each meeting.

The Executive Principal is responsible for preparing a policy for the curriculum and for reviewing the policy every school year; this will be done in consultation with the respective Heads.

The Trustees may delegate such specific powers as they consider are required by the Executive Principal for the carrying out of the above responsibilities.

11 The Accounting Officer

The Executive Principal shall have the role of Accounting Officer as set out in the Handbook.

The Accounting Officer is personally responsible to the Trustees for ensuring:

- value for money – this is about achieving the best possible educational outcomes through the economic, efficient and effective use of Finance and Audit.
- regularity – dealing with all items of income and expenditure in accordance with legislation, the terms of funding agreement and the Handbook, and compliance with the trust's internal procedures.
- propriety – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of parliamentary control – this covers standards of conduct, behaviour and corporate governance.

Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trustees (or the LGB) or the Chair is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trustees or of any other rules governing the conduct of the Trustees), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trustees' functions.

The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Academy Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually.

The Accounting Officer may delegate or appoint others, such as the Finance Director, to assist in carrying out these responsibilities.

12 The Finance Director

The Trustees shall appoint a Finance Director who shall be the Chief Financial Officer for the purposes of the Handbook.

In accordance with the Handbook, the Finance Director is responsible for, along with a wider remit, the following responsibilities:

- the day to day management of financial issues;
- the preparation and management of the Academy Trust's budget;

- the maintenance of effective systems of internal control; and
- ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.

The Finance Director is responsible for guiding the Trustees on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.

The Finance Director shall report to the Trustees and the Finance and Audit Committee at least termly.

13 Financial regulations manual

The financial regulations manual (Finance Manual), which shall be prepared by the Finance Director, shall be adopted by the Trustees, normally on the recommendation of the Finance and Audit Committee.

The purpose of the Finance Manual is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.

The Finance Manual shall include:

- finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
- appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
- a competitive tendering policy for larger purchases in accordance with the Handbook; and
- a capitalisation limit for assets.

The Finance Director shall be responsible for preparing a policy for the disposal of assets for approval by the Trustees with a view to ensuring the best possible value is obtained from any disposal.

14 Budget approval

The Trustees shall be presented with a balanced budget for the year to 31 August for submission to the ESFA by 30 June or within six weeks of receipt of the final funding letter.

The Finance Director shall be responsible for:

- establishing a written procedure and timetable for setting a budget in advance of each academic year;
- setting the annual budget (including the assumptions on which it is based) for approval by the Trustees and for monitoring progress against it during the year;
- ensuring that all significant in year amendments to budgets are properly notified to the Trustees for approval. The Finance Committee shall determine the appropriate thresholds and procedures for this
- reporting to the Trustees on the accuracy of the assumptions which have been used; and
- reporting to the Trustees on the key financial performance indicators included in the budget.

The Trustees shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.

The Trustees shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

15 The Heads of the Academies

In line with their job descriptions, the Schedule of Delegation and any terms of reference determined by the Trustees, the Heads are responsible to the Trustees for:

- the internal organisation, management and control of his or her respective Academy;
- the implementation of all policies approved by the Trustees that relate to his or her respective Academy; and
- the direction of the teaching and implementation of the curriculum at his or her respective Academy.

The Trustees may delegate such additional powers and functions as they consider are required by each of the Heads to enable them to carry out the above responsibilities.

16 The relationship between the Trustees and senior staff in general

The Trustees will support and oversee the work of the Executive Principal and the Finance Director and hold them accountable for the authority that is delegated to them and how they exercise it.

The Trustees will not without good cause and consultation (where practicable) interfere in the exercise of the Executive Principal's and Finance Director's executive powers.

The Trustees must fully consider any views and proposals relating to any matter within the non-executive powers of the Trustees which may be submitted to them by the Executive Principal or the Finance Director.

The Executive Principal and Finance Director maintain regular contact with the Chair and the Vice-Chair of Trustees and share all relevant information with them concerning the welfare and good reputation of the Academies and their community.

Any issues surrounding the performance of the Executive Principal or the Finance Director should be raised directly with the Chair of Trustees, and likewise, any concerns the Executive Principal or the Finance Director have over the Trustees or one of their number should be raised with the Chair (or the Vice-Chair in the case of the Chair).

Further detail regarding the division of responsibilities between the Executive Principal and Finance Director shall be set out in their respective service agreements.

17 Alterations

This scheme may be altered by a majority resolution of the Trustees of the Academy Trust.

18 Circulation list

This scheme shall be circulated to Trustees of Academy Trust and others at the discretion of the Chair of the Trustees of the Academy Trust. This scheme was approved and adopted by a resolution of the Trustees of the Academy Trust passed at a meeting held on 17th July 2018 with immediate effect.

Appendix 1 Consent to be a Member

The Priory School Trust (Company)

I hereby consent to being a Member of the Company.

As a Member of the Company, I hereby undertake to contribute to:

- 1 the assets of the Company 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 Company 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.

Signed

Full name

Address

.....

Date

Please sign and retain the additional copy of this document with your records.

The Priory School Trust: a company limited by guarantee **Company registration number:**

08064698 **Registered office:** The Priory School Shrewsbury, Longden Road, Shrewsbury,

Shropshire SY3 9EE

Appendix 2 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.

Appendix 3 Trustee declaration

The Priory School Trust (Company)

I confirm that I am willing to act as a Trustee of the Company (**Trustee**). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Company, 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 below).

Signed

Full name

Address

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records. **The Priory School**

Trust: a company limited by guarantee **Company registration number:** 08064698 **Registered**

office: The Priory School Shrewsbury, Longden Road, Shrewsbury, Shropshire SY3 9EE

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)—

- a) P has not been discharged, or
- b) 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—

- a) 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
- b) 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—

- a) 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
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

Appendix 4 Duties and responsibilities of Trustees as charity trustees

- 1 The Trustees (as charity trustees) must ensure that the Academy Trust remains solvent, well run and meets the needs for which it was established.
- 2 Broadly, the main powers and duties are as follows.

To carry out the Objects of the Academy Trust

- 3 The Trustees will need to act in accordance with the Articles of the Academy Trust and only exercise their powers for the purposes for which they are conferred. In practical terms, this means that the Trustees must ensure that all of the Academy Trust's assets are applied for the charitable objects of the Academy Trust.
- 4 The Trustees will also need to be satisfied that they have the requisite powers to pursue a particular activity. The powers which the Trustees have are set out in the Articles.

To manage any risks to the Academy Trust, the Academies and their reputations

- 5 The Trustees' Annual Report (contained with the accounts) must contain a statement confirming that "...the major risks to which the charity is exposed, as identified by the Trustees, have been reviewed and systems have been established to mitigate those risks." (See Charities (Accounts and Reports) Regulations 2008 (SI 2008/629)).
- 6 The Trustees will therefore need to identify the major risks to the Academy Trust and to the Academies; those which have a high likelihood of occurring and if they did would have a severe impact on operational performance, achievement of the Academy Trust's aims and objectives or which could damage the reputation of the Academy Trust.
- 7 The Trustees will need to put systems in place to minimise these risks. This might include transferring a risk to a third party (e.g. via insurance), avoiding the activity which gives rise to the risk or accepting it and putting processes in place to manage it. The obligation to monitor and assess risk is ongoing.
- 8 Failure of insurance may also be a major risk. Failure can arise for a number of reasons such as non-disclosure of a material fact, non-compliance with claims conditions (e.g. late notification), under-insurance or omitting to pay premiums.

To comply with legislation

- 9 The Trustees are responsible for ensuring that the Academy Trust complies with relevant legislation, in particular:
 - 9.1 charity law and the requirements of the Charity Commission; and
 - 9.2 company law and the requirements of the Registrar of Companies at Companies House.

To observe the Academy Trust's constitution

- 10 For charities incorporated as a company limited by guarantee, such as the Academy Trust, the constitution is the Articles of Association.
- 11 The Articles set out the charitable Objects of the Academy Trust and the powers (acting through its Trustees) that it has to fulfil these Objects.

- 12 The Trustees must ensure that the activities of the Academy Trust are within its charitable Objects and that the Academy Trust has all necessary powers to perform those activities.
- 13 The Articles of Association also prescribe how the Academies are to be governed. It sets out the rules relating to the composition of the Board of Trustees, how meetings are called and convened and decisions made etc.

To observe fiduciary duties including the duty of care

- 14 As charity trustees and directors, the Trustees must avoid taking any personal benefit from their position and should ensure that nothing arises from their own activities that gives rise to personal gain other than as authorised by the Academy Trust's governing instruments.
- 15 The Trustees must exercise their powers for the benefit of the Academy Trust, for the purposes for which they were given and with prudence and reasonable diligence. There are penalties for breach of these duties.
- 16 The Trustees must act in accordance with their duty of care, that is they must carry out their duties with such care and skill as is reasonable in the circumstances, having regard in particular:
 - 16.1 to any special knowledge or experience that a Trustee has or holds himself out as having; and
 - 16.2 if he or she acts as Trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

To act prudently

- 17 The Trustees should act with the same degree of prudence as a reasonable person would act in the management of his or her own business affairs. In particular the Trustees:
 - 17.1 should ensure that the Academy Trust is and will remain solvent
 - 17.2 must not cause loss or risk to charity property or get into a conflict of interests; and
 - 17.3 are required to carry out effective risk management.
- 18 In cases of doubt or difficulty a Trustee should take legal and other expert advice. If the advice is wrong but it was reasonable for the Trustee to have relied and acted on it, he or she may be relieved of liability.

To act impartially

- 19 The Trustees must be free to make decisions untainted by any considerations of personal gain or other conflicts. Not only must the Articles of Association specifically permit a Trustee to take this benefit if offered, but the decision-making process behind any award must be fair and open.
- 20 If a conflict of interest arises, it should be handled with transparency and in accordance with the governing instruments.
- 21 Any nominated Trustee must act independently of his nominating body and act in the best interests of the Academy Trust.

To delegate

- 22 Trusteeship is a personal office of trust and responsibility and this cannot be delegated or farmed out to another individual. The buck stops with the Trustee personally.
- 23 Academies, like any good business, need to be managed and the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations. An example is the formation of sub-committees of the Board to research certain aspects of trust work and report back for the decision making of the main Board on such issues as finance, states and buildings and curriculum.
- 24 The Trustees are entitled to trust persons in positions of responsibility until there is reason to distrust them. However, the Trustees must exercise reasonable supervision and ask questions that should be asked.
- 25 The Trustees may delegate the management of investments to expert third parties but must maintain regular checks and retain overall responsibility for those investments.
- 26 The overall test is whether a Trustee has behaved as a "prudent man or woman of business".

To protect and manage the property and assets of the Academy Trust

- 27 The Trustees must at all times act to protect the property and assets of the Academy Trust and this extends to land, money and intellectual property. The following should be arranged:
- 27.1 full insurance cover including public and employer's liability and trustee indemnity insurance
 - 27.2 full security measures to protect premises and access to sensitive and valuable documents
 - 27.3 clear office procedures and in particular systems of financial control
 - 27.4 reporting procedures for staff to report to the Board including the ability of an individual to report suspected irregularities directly to a Trustee in confidence if the occasion demands (whistleblowing)
 - 27.5 reviews of investments with or without a third party expert according to need; and
 - 27.6 land management.

To ensure adequacy of funds

- 28 The Trustees must ensure the adequacy of funds for the Academy Trust's immediate needs and for its development.
- 29 The Trustees must invest trust property wisely, acting as a prudent person when making investments.
- 30 However, the pursuit of funds should not distort the aims of the Academy Trust. It is important to assess and justify why additional funds are being sought.

To hold and attend meetings

- 31 The Trustees must ensure that:

- 31.1 notices go out in a timely fashion
 - 31.2 accurate minutes are taken recounting precisely all decisions taken and the background reasoning
 - 31.3 they read all minutes (Trustees are responsible for all decisions whilst whether or not they were present at a meeting)
 - 31.4 they maintain an up to date membership register
 - 31.5 they call an Annual General Meeting each year (if required); and
 - 31.6 they call General Meetings to conduct special business where necessary.
- 32 However, in practice most of these will be delegated to the Clerk to the Trustees.

To satisfy information requirements

- 33 These include requirements to keep information at the registered office and to file certain documents with Companies House and the Education Funding Agency (where relevant).
- 34 In practice, administrative functions will be delegated to the Clerk to the Trustees.

To keep proper accounts

- 35 The Trustees must ensure that appropriately drawn and audited accounts and returns are filed with Companies House and the Education Funding Agency.

To have regard to legal matters in general

- 36 General legal matters include the following:
- 36.1 equal opportunities
 - 36.2 data protection
 - 36.3 child protection and safer recruitment
 - 36.4 employment law; and
 - 36.5 human rights and procedural fairness.

Not to receive a benefit from the Academy Trust unless authorised

- 37 Trustees must not receive any personal benefit from the Academy Trust in return for any service they provide to it unless they have express legal authority to do so. That legal authority can come either from the Academy Trust's governing instruments or from the Charity Commission.
- 38 The prohibition from receiving benefits is not limited to monetary payments and 'benefits' and also includes those to spouses, partners, relatives and other persons or businesses connected with the Trustee.
- 39 It is important that the Trustees do not receive any unauthorised benefits as the Commission's starting point is to require the repayment of any unauthorised benefits.

To manage and minimise any liabilities

- 40 As a distinct legal entity, a charitable company is liable for its own debts. However, the law allows a personal liability to be attributed to individual Trustees where the Academy Trust fails to fulfil its obligations and where that Trustee is held to be responsible for the loss caused by his or her negligence or deliberate fault.

Technical defaults

- 41 The Trustees, as directors, can be liable for a fine for breaching company and charity law requirements.

Criminal liability

- 42 A Trustee who knowingly and wilfully authorises or permits a company's criminal acts can become liable for those acts. These include not just financial or "white collar" crime, but also crimes such as corporate manslaughter.

Contractual liabilities

- 43 The Trustees may incur personal liabilities if they personally contract with third parties in certain limited circumstances, including:
- 43.1 where they do not make it clear that they are a Trustee and contracting on behalf of the Academy Trust
 - 43.2 where the Trustee's authority is exceeded and the transaction is not ratified by the full Board of Trustees; and
 - 43.3 where a Trustee makes a fraudulent or negligent misrepresentation during negotiations; or where a Trustee guarantees the Academy Trust's obligations, and the Academy Trust defaults.

Insolvency

- 44 Notwithstanding its existence as a charity with considerable assets, as a company the Academy Trust is subject to the insolvency legislation and the Trustees should be aware of the implications of this. In the unlikely event that the Academy Trust becomes insolvent, the acts of the Trustees will be subject to scrutiny.
- 45 If it can be shown that a Trustee knew or ought to have known that there was no reasonable prospect of avoiding insolvent liquidation and he subsequently fails to take every step to minimise the potential loss to the Academy Trust's creditors (**Wrongful Trading**), the Court can order that Trustee to make a personal contribution to the Academy Trust's assets to meet the claims of its creditors to the extent that they have been put in worse position by his failure to act.
- 46 The Trustees can be made liable for the acts and omissions of their co-directors where they have proved to have failed to investigate or supervise activity.
- 47 Honesty and good faith alone will not avoid personal liability for Wrongful Trading. A Trustee's general knowledge, skill and experience are also taken into account.

Mitigation of the risk of personal liability

- 48 As directors of an incorporated entity, the Trustees will generally have no personal liability for the debts or liabilities of the Academy Trust. Trustees may in certain circumstances become personally liable if they act in breach of the duties and statutory / regulatory obligations referred to above, but the risk in relation to this for the Trustees can be mitigated to a significant extent:
- 48.1 Indemnity insurance can put in place to protect Trustees. Provided that the terms of the insurance policy are complied with (e.g. premiums are paid up and circumstances which could give rise to a claim are notified to the insurer), this will protect Trustees unless the claim relates to:
- 48.1.1 any act or omission which the Trustees knew to be a breach of trust
- 48.1.2 a breach of duty which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not; and / or
- 48.1.3 if it relates to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors.
- 48.2 In addition to indemnity insurance, the Courts and the Charity Commission have a power to relieve a Trustee from personal liability where it is considered that a Trustee has acted honestly and reasonably and it is fair in the circumstances to do so, notwithstanding the consequences of his or her breach. Where, on the other hand, the Trustee has been involved in misconduct or mismanagement that was clearly intended or undertaken recklessly, the Court or Commission is unlikely to relieve him or her from personal liability.
- 48.3 The Articles expressly provide that the Trustees, officers and auditors of the Academy Trust are entitled to be indemnified by the Academy Trust if they incur any costs as a result of successfully defending legal proceedings or successfully making an application for relief from liability to the Court.

Conclusion

- 49 Instances of personal liability for Trustees are rare. The key points for Trustees are to ensure that they understand their legal duties and obligations, to ensure that their powers are properly exercised and, if they are in any doubt, to take professional advice.
- 50 We do recommend that Trustees also read one of the Charity Commission's publications *CC3: the essential trustee: what you need to know, what you need to do* (Charity Commission, July 2015), which provides additional details on these matters. This guidance can be found on the following link:
<http://www.charitycommission.gov.uk/publications/cc3.asp>.

Appendix 5 Reserved matters

The Reserved Matters are:

Members

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

- 1 To change the name of the Academy Trust
- 2 To change the Objects (which would require Charity Commission and Secretary of State consent in any event)
- 3 To change the structure of the Board of Trustees
- 4 To amend the Articles of Association
- 5 To amend this Scheme
- 6 To pass a resolution to wind up an Academy or the Academy Trust
- 7 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)

- 8 To change the name of the Academies
- 9 To determine the educational character, mission or ethos of the Academies
- 10 To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees
- 11 To terminate a supplemental funding agreement for an Academy
- 12 To establish a trading company
- 13 To sell, purchase, mortgage or charge land
- 14 To approve the annual estimates of income and expenditure (budgets) and major projects
- 15 To appoint investment advisors
- 16 To sign off the annual accounts
- 17 To appoint or dismiss the Headteachers, the Company Secretary or the Clerk to the Trustees
- 18 To settle the division of executive responsibilities between the Trustees on the one hand and CEO, the Headteachers and the Finance Director on the other hand, and to settle the division of executive responsibilities between those individuals
- 19 To do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 20 To do any other act which the Articles expressly reserve to the Board of Trustees or to another body
- 21 To do any other act which the Board of Trustees determine to be a Reserved Matter from time to time

Appendix 6 Local Governor declaration

The Trustees
The Priory School Trust
Longden Road
Shrewsbury
Shropshire
SY3 9EE

[• 00 month year]

Dear Sirs

The Priory School Trust (**Academy Trust**) - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of The Priory School Trust - [• name of academy] in accordance with the [*Scheme of Governance] 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 [*Scheme of Governance] (and by extension the Memorandum and Articles of Association of the Academy 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 7A.8 of the Scheme of Governance] (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

.....

Name

.....

Date

.....

	Autumn	Spring	Summer	When Required
Members	Governance			To review and amend the Articles of Association
	Finance Contracts			To change the name of the Academy Trust
Trustees	Curriculum & Standards	To appoint external auditors		To approve any service contracts for Trustees
		Receives an annual report from the Trustees and the EP on academic standards		
		Review and amend the Scheme of Governance and related documents including governance handbook, induction procedure, code of conduct and policy register (Mtg 1)		To appoint a Company Secretary
	Governance	Review and amend constitution & ToR of LGBs, including Board's Reserved Matters (Mtg 1)		To appoint a Clerk to the Trustees
		To appoint (and remove) the Chairs and Vice Chairs of the Local Governing Bodies (if not Good or Outstanding) (Mtg 1)		To determine the strategy of the Trust including educational character, mission and ethos
		To appoint internal auditors (Mtg 1)		To approve any significant changes to the approved budget
		To sign off annual accounts and report		To appoint an Accounting Officer
	Finance	To monitor income, expenditure, cash flow and balance sheet of the Academy Trust	To monitor income, expenditure, cash flow and balance sheet of the Academy Trust	
		To ensure proper financial controls are in place in accordance with the finance manual		
		To maintain a register of business interests	To maintain a register of business interests	To approve contracts in accordance with the finance manual
Contracts	To adopt a Trust-wide procurement policy in accordance with the finance manual			To approve contracts which constitute related party transactions
	To set the delegated levels of authority for contracts through the finance manual			To set up and approve Trustee expenses
Curriculum & Standards			Determines a Trust-wide curriculum policy to ensure provision of a balanced and broadly based curriculum and to include: a prohibition on political indoctrination and a balanced treatment of political issues; and a written policy on sex and relationship education	
			Determine a Trust-wide policy on religious education and collective acts of worship.	
SEND		Receive a termly report from the EP regarding standards.	Receive a termly report from the EP regarding standards.	
		To determine a Trust-wide SEN and Disability Discrimination Act policy (Mtg 1)		

	Autumn	Spring	Summer	When Required
Trustees	Safeguarding	To adopt a Trust-wide safeguarding and Child Protection policy (Mtg 1)		
	Behaviour	To adopt a Trust-wide policy regarding school trips. To adopt a Trust-wide behaviour policy (Mtg 1)		
	Admissions	To review the use of exclusions across the Trust. To adopt a Trust-wide admissions policy (Mtg 1)	To review the use of exclusions across the Trust.	To review the use of exclusions across the Trust.
	Pupil Related	Receives a termly report from the EP regarding standards (to include attendance).	Receives a termly report from the EP regarding standards (to include attendance).	Receives a termly report from the EP regarding standards (to include attendance).
	Information	To adopt Trust-wide Complaints policies (Mtg 1). To receive reports from the EP regarding the level of complaints across the Trust.	To receive reports from the EP regarding the level of complaints across the Trust.	To receive reports from the EP regarding the level of complaints across the Trust.
			Adopt data protection policies and procedures to ensure GDPR compliance	
		To constitute the staff appeal committee (Mtg 1)		To appoint and dismiss the EP Finance Director, Company Secretary and Clerk.
	Staffing	To conduct the performance management review of the EP		To adopt Trust-wide HR policies and procedures
		To support the EP in the performance management of the Finance Director and the other Heads		To conduct the performance management review of the Company Secretary and the Clerk.
		Through the Pay Committee (Finance and Audit), evaluate and approve pay recommendations from the EP		To define any overarching management structures across Academy Trust and budget
Health Safety Risk		To review the terms of reference of the Finance & Audit committee (to include risk management)		
		To review risk management through the risk register	To review risk management through the risk register	To review risk management through the risk register
			To review and maintain a buildings strategy and asset management planning arrangements	To approve insurance arrangements.
			To adopt a Trust-wide health and safety policy	
				To adopt a Trust-wide lettings policy
LGB				By agreeing the strategy and SDP, to determine the educational character, mission or ethos of a particular Academy (to the extent that it is not inconsistent with that of the Trust)
	Governance	To appoint (and remove) the Chair & Vice Chair of the Local Governing Body (if Good or Outstanding) (Mtg 1)		To review and amend the policies of the Academy (in line with any Trust prescribed policy)
		To appoint a Clerk to the Local Governing Body (Mtg 1)		

	Autumn	Spring	Summer	When Required
LGB	Finance	To monitor income, expenditure and cash flow of an Academy	To monitor income, expenditure and cash flow of an Academy	To recommend the annual budget for each Academy to the Trustees. To monitor income, expenditure and cash flow of an Academy
	Contracts	To ensure proper financial controls are in place at the Academy through the Financial Procedures Manual	To maintain a register of business interests	To maintain a register of business interests To enter into contracts up to the limits of delegation and within an agreed budget
	Curriculum & Standards	To maintain a register of business interests	Approves the curriculum proposed by the Head of School (to the extent that it is consistent with the Trust-wide policy). Monitors the KPI figures reported from the Head of School relating to standards	Monitors the KPI figures reported from the Head of School relating to standards
	SEND	Monitors the KPI figures reported from the Head of School relating to standards	To provide oversight of the implementation of the policy within the Academy and compliance with the Disability Discrimination Act requirements.	To review and maintain the Academy's SEN policy (3 yearly)
	Safeguarding	To appoint a designated governor for safeguarding To review and maintain a safeguarding and child protection policy for the Academy (consistent with the Trust-wide policy)	To ensure the completion of the single central record.	To ensure the completion of the single central record.
	Behaviour	To ensure the completion of the single central record. To review and maintain a behaviour policy for the Academy		To convene a committee to review the exclusion of a pupil by the Head of School. Undertakes consultation, publishes admissions and determines arrangements as required in accordance with the School Admissions and Appeals Codes.
	Admissions	Confirms admission policy for relevant time period, including confirming arrangements for determining admissions and hearing admission appeals.	To review attendance and pupil absences (as part of the KPI report).	To review attendance and pupil absences (as part of the KPI report). To monitor the impact of the pupil premium in the Academy.
	Pupil Related	To review attendance and pupil absences (as part of the KPI report).	To adopt an Academy Complaints policy (consistent with the Trust-wide policy)	Ensure the effective implementation of the data protection policies and procedures in the Academy.
	Information			To hear appeals under the disciplinary, capability and grievance procedures
	Staffing			To approve the teaching staff structure for the Academy.

	Autumn	Spring	Summer	When Required
LGB	Health Safety Risk	To adopt a health and safety policy for the Academy (in line with the Trust-wide policy). To review the risk register of the Academy.	To review the risk register of the Academy	To conduct site inspections to review any health and safety issues and the security of premises and equipment. Review the implementation of the Health & Safety policy and ensure that H&S visits are carried out by qualified personnel and reported
		To monitor and make recommendations on the financial affairs of the Trust, in the light of the financial effectiveness of its schools and their achievements, objectives, performance indicators, opportunities and threats and any other relevant matters.	To monitor and make recommendations on the financial affairs of the Trust, in the light of the financial effectiveness of its schools and their progress, achievements, objectives, performance indicators, opportunities and threats and any other relevant matters.	To consider and make recommendations on strategy for the Trust
		To consider such issues as the Executive Principal or Finance Director or any member may wish to raise unless the Chair considers the subject inappropriate	To consider such issues as the Executive Principal or Finance Director or any member may wish to raise unless the Chair considers the subject inappropriate	
Finance and Audit Committee	Finance	Regularly to monitor actual expenditure and income against budget	Regularly to monitor actual expenditure and income against budget	
		To ensure the annual accounts are produced in accordance with the requirements of the relevant Companies Acts and guidance issued to academies by the Department for Education		
		To recommend annual accounts and report		To review the reports of the Internal Auditor on the effectiveness of the financial procedures and controls
	Contracts	To review with management the Auditors' performance and value for money		To authorise the award of contracts over an agreed amount
		To develop school buildings strategy and contribute as required to Asset Management Planning		
		To monitor and review arrangements/costs of Catering, Cleaning and Grounds Maintenance	To monitor and review arrangements/costs of Catering, Cleaning and Grounds Maintenance	To monitor and review Marketing, PR, Development and Community links
	Information			To authorise changes to the schools' personnel establishments
				To monitor and review staff policies and procedures in accordance with the policy
				To be responsible for Trust wide risk management strategy
	Staffing			To consider other matters relating to the Trust's financial risk management and internal control as requested by the Board
				To prepare a Disability statement (to meet requirements of DDA or 3-year DDA plan)
				To report at once to the Chairman of the Board any serious concerns of suspected fraud or misconduct
	Health Safety Risk	To ensure that health and safety regulations are followed	To institute a health and safety policy	
		To monitor and review the First aid/Medical treatment of students procedures policy	To monitor and review the First aid/Medical treatment of students procedures policy	
		To ensure that school lunch nutritional standards are met	To ensure that school lunch nutritional standards are met	