

Committees of the Board - F&A, Academy Ambassadors, etc. ToR

Policy Author	Trust Principal Business Manager/CFO
Date Last Reviewed	October 2019
Trust Key Reader	MG / BR
Approved by Trust Board	12.12.19
Review Date:	September 2020

Part 1 – Introduction and Context

1 Introduction

- 1.1 The LEAP MAT Scheme of Delegation outlines the powers conferred to Academy Ambassadors (revised and approved by the Board of Trustees). This document outlines the specific terms of reference for all Local Governing Bodies (known as Academy Ambassadors Committees (AAC)), the Board's Finance & Audit Committee and any AAC or Board sub-committees. This document replaces the prior version. This document should also be read in conjunction with the Board's Financial Powers and Responsibilities Delegated to Identified Employees Manual.

2 Context

- 2.1 The **LEAP MAT Scheme of Delegation**, Code of Conduct for Academy Ambassadors and, where relevant, the Letter of Appointment as a Trustee all identify the requirements and principles by which individuals shall conduct themselves.

Part 2 - Local Governing Bodies / Academy Ambassadors Committee Matters

1 Constitution of Academy Ambassadors Committees (AAC)

- 1.1 Members of the AAC shall be known as "Academy Ambassadors". Appointments to the AAC and its sub-committees shall be in accordance with the LEAP MAT Scheme of Delegation. The constitution of AACs and its sub-committees are set out in relevant summary tables (Annex A to this document).
- 1.2 This document should be read in conjunction with the LEAP MAT Scheme of Delegation including 'Annex 3 – Delegations from the Board'

2 Relationship Between the Board and Academy Ambassadors

- 2.1 Academy Ambassadors in carrying out their role shall:-
- promote high standards and aim to ensure that students are receiving a good education and being supported to ensure their well-being;
 - be responsible to the Trustees for their actions and follow the expectations of Academy Ambassadors as laid down by the Trustees;
 - ensure Academy Ambassadors are competent, accountable and diverse that promotes best practice in governance;
 - be responsible for promoting and upholding high standards of conduct, probity and ethics
- 2.2 The Trustees shall support the work of Academy Ambassadors by:-
- setting a clear strategic vision to allow Academy Ambassadors to set and achieve their own aims and objectives within such vision;
 - ensuring systems are put in place to allow Academy Ambassadors to be presented with timely and good data to allow them to support and champion all students attending the School and analyse Academy performance in order to support and challenge the Principal of the Academy on student related issues when necessary; and,
 - ensuring Academy Ambassadors have access to high quality training
- 2.3 Without prejudice to Trustees' other rights to remove any Academy Ambassadors and Trustees' rights to amend these terms of reference at any time, where the Trustees' have concerns about the performance of the Academy Ambassadors membership they may amongst other actions:-
- require the relevant AAC to adopt and comply with an action plan in such form as determined by the Trustees;
 - suspend or remove any or all of the matters delegated to Academy Ambassadors

3 General Principles

3.1 Academy Ambassadors shall:-

- promote the objects of the Trust
- promptly implement and comply with any policies or procedures communicated to the AAC by the Trustees
- work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
- be open about decisions and be prepared to justify those decisions
- keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust

3.2 Each Academy Ambassador shall be required to take part in regular self-review and is accountable for meeting his/her own training and development needs. It is an Academy Ambassador's responsibility to consider if, and raise any concerns where, she/he feels that appropriate training and development is not being provided.

3.3 For the avoidance of doubt, where a power is not expressly delegated to the CEO/Executive Principal, any Academy Ambassadors or Principal(s) it will be deemed to have been retained by the Trust Board.

4 Clerk to Academy Ambassadors

4.1 The Clerk may not be a Trustee, Governor (Academy Ambassador), CEO/Executive Principal or a Principal.

4.2 The Board will appoint the Clerk to each AAC. Academy Ambassadors will have regard to advice from the Clerk as to the nature of Ambassadors' functions.

4.3 In advance of the Autumn academic Term AAC meeting, or as soon as possible thereafter, the Board of Trustees will consider the posts of Chair and Vice Chair of each AAC for approval.

4.4 The Clerk will:-

- Attend meetings of Academy Ambassadors and ensure the requirements of the LEAP AAC TOR are observed
- Maintain a register of Academy Ambassadors and report any vacancies at their formal meetings, and
- Perform such other task(s) as may be determined by the Board from time to time.

4.5 If the Clerk fails to attend a meeting, Academy Ambassadors may appoint one of its Ambassadors, not being the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed), to act as Clerk for the purposes of that meeting.

4.6 Without prejudice to any employment rights which a Clerk may have, Academy Ambassadors may recommend to the Board the Clerk's removal from office.

5 Election and Appointment of Academy Ambassadors, Chair and Vice Chair

5.1 In regard to vacant positions, the Clerk will support the AAC in obtaining nominations for Co-Opted Academy Ambassadors and election of Parent Ambassadors.

5.2 Other than Parent Academy Ambassadors, who are elected by parents at the Academy (see below), the appointment of Academy Ambassadors to each Academy's AAC and the designation of the Chair and Vice Chair of each Academy's AAC, is reserved by the Board of Trustees.

5.3 The term of office for an Academy Ambassador, other than the Principal of the Academy, which shall remain until she/he ceases to work at the Academy in such capacity, shall be 3 years. The term of office of the Chair and Vice Chair shall be 2 years, although this does not prevent reappointment

after a term of office in any case. The Board reserves the right to remove or substitute an Academy Ambassador, Chair or Vice-Chair at any time.

- 5.4 Subject to remaining eligible to be a particular type of Ambassador, any individual may be re-appointed or re-elected as an Academy Ambassador.

Parent Academy Ambassadors

- 5.5 Each Academy Ambassadors' Committee [AAC] includes 2 Parent Ambassador positions.
- 5.6 Parent Academy Ambassadors shall be elected or appointed by parents of registered students at the Academy. He/she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he/she is elected or appointed.
- 5.7 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election or appointment of the Parent Academy Ambassadors.
- 5.8 When there is a vacancy, Parents will be invited to express an interest in governance and then a meeting arranged between the prospective Ambassador; the relevant AAC Chair; and Academy Principal to identify the skills and aptitudes a prospective Ambassador may bring to the team, and to provide an opportunity to discuss the role of Ambassador. Those with suitable skills and aptitudes are then put forward for election by the Parents in the Academy.
- 5.9 The Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered student at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 5.10 Any election of persons who are to be the Parent Academy Ambassadors which is contested shall be held by secret ballot. The arrangements made for the election of the Parent Academy Ambassadors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he/she prefers, by having his/her ballot paper returned to the Academy by a registered student at the Academy.
- 5.11 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a parent of a registered pupil at the Academy without the need for a ballot or, where it is not reasonably practical to do so, appoint a person who is the parent of a registered pupil of another Academy run by the Trust.

Co-Opted Academy Ambassadors

- 5.12 Co-opted Academy Ambassadors shall be:-
- a person who lives or works in the community served by the Academy; or
 - a person who, in the opinion of the Trustees, has the necessary skill set and is committed to the governance and success of the Academy.

Chair and Vice Chair

- 5.13 The Chair may at any time resign her/his office by giving notice in writing to the Clerk to the Board of Trustees. The Clerk will seek nominations for a new Chair which will be submitted to the Board of Trustees for approval. Until a new Chair of Ambassadors is approved, the Vice Chair will act as Chair for all purposes.
- 5.14 The Vice Chair may at any time resign her/his office by giving notice in writing to the Clerk to the Board of Trustees. The Clerk will seek nominations for a new Vice Chair which will be submitted to the Board of Trustees for approval.
- 5.15 If both the Chair and Vice Chair are absent from a meeting, Academy Ambassadors will elect from their attending, non-employee, number a Chair for that meeting.

- 5.16 Academy Ambassadors may, by resolution at one of their formal meetings, recommend to the Board the removal from office of either the Chair or Vice Chair of Academy Ambassadors. The AAC will, in such a situation, follow the direction of the Board to replace him/her.

Resignation and removal of Academy Ambassadors

- 5.17 A person serving on the Academy Ambassadors membership shall cease to hold office if:-
- she/he resigns his office by giving notice in writing to the Clerk of the LEAP Board of Trustees;
 - the Principal ceases to work at the Academy;
 - the Trustees terminate the appointment of an Academy Ambassador whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Academy or Trust
- 5.18 For the avoidance of doubt, a Parent Academy Ambassador shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academy.

Disqualification of Academy Ambassadors

- 5.19 A person shall be disqualified from serving on the Academy Ambassadors membership if she/he would not be able to serve as a Trustee in accordance with Articles 68-80 of the Articles.

6 Calendar of Meetings of Academy Ambassadors

- 6.1 Academy Ambassadors shall meet once in every academic term and shall hold such other meetings as may be necessary.
- 6.2 The AAC will plan its meetings on an annual basis at the first meeting of the academic year, whilst acknowledging that circumstances may arise when an emergency meeting may be required which would not include such a matter.

7 Timing of Meetings

- 7.1 Meetings will start at times that are acceptable to the majority of voting members and take into account the work/life balance of the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed) and other paid staff and will be limited to three hours duration. It is expected that the vast majority of meetings will be concluded in substantially less time than three hours.
- 7.2 Where business has not been completed within the time stated in paragraph 7.1 above, those present at a meeting may resolve to extend the meeting for a given period of time in order to deal with specified business.

8 Convening Meetings

- 8.1 Any three Academy Ambassadors may requisition a meeting by giving written notice to the Clerk that includes a summary of the business to be discussed. The Clerk must call such a meeting as soon as is reasonably practicable.

9 Notice of Meetings

- 9.1 Meetings of Academy Ambassadors shall be convened by the Clerk, who shall send them written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in her/his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as she/he thinks fit.
- 9.2 Any Academy Ambassador shall be able to participate in meetings by telephone or video conference provided that she/he has given reasonable notice to the Clerk of the AAC and that the Academy Ambassadors have access to the appropriate equipment and are confident that the use of such equipment will not disrupt the smooth running of the meeting.

9.3 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof, or any defect in the appointment or nomination of any person serving as an Academy Ambassador.

10 Agenda

10.1 The agenda will be organised by the Clerk in consultation with the Chair and the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed).

10.2 Papers that inform agenda items will be sent to Academy Ambassadors with the agenda. Academy Ambassadors may accept, for consideration, papers tabled at the meeting.

11 Attendance

11.1 Academy Ambassadors may exclude an attendee from any part of its meeting when the business under consideration concerns an individual member of staff or student.

11.2 When the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed) is absent, her/his place will be taken by a nominated deputy.

11.3 In accordance with 11.1 above, Academy Ambassadors will delegate to the Principal and the Academy Ambassadors' Chair which other persons may be invited to attend meetings.

11.4 The AAC are not open to members of the public.

11.5 Any Academy Ambassador who is unable to attend a meeting of Academy Ambassadors will forward their apology for absence in advance of the meeting, stating their reason for non-attendance, to the Clerk.

11.6 A record will be kept of all persons attending a meeting of Academy Ambassadors and these will be recorded in the minutes.

11.7 The time of departure of any member leaving before the end of a meeting will be recorded in the minutes.

11.8 Where an Academy Ambassador has not attended a meeting, without the consent of the Academy Ambassadors membership, for a period of six months, beginning with the date of the first meeting she/he failed to attend, she/he will be disqualified from continuing as an Academy Ambassador and will be removed from office.

12 Quorum

12.1 The quorum for a meeting of Academy Ambassadors, and any vote on any matter at such a meeting, shall be any three Academy Ambassadors or, where greater, any one third (rounded up to a whole number) of the total number of those eligible to vote at the date of their meeting.

12.2 If during the course of an Academy Ambassadors meeting it becomes inquorate, the meeting will be discontinued.

12.3 A meeting may be discontinued at any time by resolution of the voting members.

12.4 When a meeting becomes inquorate or is discontinued, any items remaining on the agenda will be placed on the agenda of the next meeting.

13 Declaration of Personal and Business Interests

13.1 The Clerk will maintain a Register of Business Interest of its Academy Ambassadors membership, which will be in accordance with, and made available to, the Board for publishing as statutorily required.

- 13.2 The agenda for every Academy Ambassadors meeting will include an item entitled “Declaration of Personal and Business Interests”, which will enable any person present to declare direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest - as defined below) in any item specified on the agenda. In addition if, during the course of a meeting, an item is discussed and it becomes apparent that any person present has a personal or business interest in that matter, she/he will declare that interest as soon as is reasonably practicable. An “interest” is a situation where an Academy Ambassador, or an individual identified in the Trust’s Articles of Association for such purposes, may be affected, personally or financially, by a decision made at a meeting where the Academy Ambassador is present. Any such Academy Ambassador/individual declaring a personal or business interest on any item on the agenda will be required to withdraw from the meeting during consideration of that item and not vote on the matter in question.
- 13.3 An Academy Ambassador has a Personal Financial Interest if she/he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Academy Ambassador or any person living with the Academy Ambassador as his/her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.
- 13.4 Any person employed to work at the school, other than the Principal/ Executive Principal/CEO (acting as the Principal, where one is not appointed) will withdraw from any meeting where the pay or performance appraisal of any person employed to work at the school is being considered. The Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed) will only withdraw where her or his own pay or performance appraisal is being considered.
- 13.5 Where there may be a conflict between the interests of a relevant person and the interests of the Trust, or a fair hearing is required and there is a reasonable doubt about a relevant person’s ability to act impartially in a particular matter, the Executive Principal/CEO will determine whether that person should withdraw from the meeting.

14 Attendance of the CEO/EP at AAC and standing items

- 14.1 The academic termly AAC meetings will be attended by the CEO/Executive Principal, providing an opportunity for Academy Ambassadors to be updated on Trust-wide matters, including:-
- staffing
 - finance
 - curriculum
 - the strategic direction of the Trust and Academy
 - Trust performance including the Academy Improvement Plan and Key Performance Indicators
- 14.2 The Academy Principal will update on the performance of the Academy. This will give opportunity for questions and discussion, and enable Ambassadors to be fully aware of the key Academy improvement priorities and progress made towards achieving these priorities.

15 Any Other Urgent Business

- 15.1 At the appropriate item on the agenda, members should inform the meeting of any item they wish to raise under Any Other Business.
- 15.2 The Chair of the meeting will determine whether any item so raised under Any Other Business, will be discussed at the meeting. If the Chair determines not to consider such an item, the meeting will determine whether it should be deferred to a subsequent meeting, or not considered at all.

16 Correspondence

- 16.1 All incoming correspondence, excluding any concerning a complaint or which cannot be shared with other Academy Ambassadors, is for the attention of the whole AAC. The Chair of AAC / Principal/ Executive Principal/CEO (acting as the Principal, where one is not appointed) / Clerk as appropriate will ensure that significant items will be presented to each meeting of Academy Ambassadors.

17 Information and Advice

- 17.1 The Principal(s) shall consult and communicate with Academy Ambassadors, and will therefore present a written report to each termly meeting of Academy Ambassadors.
- 17.2 Where important information required by Academy Ambassadors is given orally, it will be recorded in the minutes in appropriate detail.

18 Discussion and Debate

- 18.1 The Chair will ensure that all Academy Ambassadors enjoy equality of opportunity to express their views.
- 18.2 Recommendations received from any sub-committee will be appropriately recorded in the written minutes.
- 18.3 The AAC will receive but not debate, save in exceptional circumstances, decisions which it has delegated to a sub-committee or to an individual.

19 Decision Making

- 19.1 Members of the AAC recognise that all decisions must be made at an AAC meeting unless a sub-committee or an individual has been delegated to deal with a specific permission. This does not prevent a decision being made in special circumstances set out in this document.
- 19.2 Every matter to be decided at a meeting of Academy Ambassadors shall be determined by a majority of the votes of Academy Ambassadors present and entitled to vote on the matter. Every Academy Ambassador shall have one vote. An Academy Ambassador may not vote by proxy.
- 19.3 If there is a tied vote at the end of a discussion, the Chair, or person who is acting as Chair for the purposes of the meeting (provided that such person is an Academy Ambassador or authorised to vote) will have a second or casting vote to determine the issue.
- 19.4 Any Academy Ambassador who is also an employee of the Trust shall withdraw from that part of any Academy Ambassadors meeting at which her/his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 19.5 A resolution in writing, signed by all the Academy Ambassadors shall be valid and effective as if it had been passed at an AAC meeting. Such a resolution may consist of several documents in the same form, each signed by one or more of the Academy Ambassadors.

20 Delegation of Functions

- 20.1 No action may be taken by the AAC, a sub-committee, an individual Academy Ambassadors, the Principal(s) or a member or an employee of the Trust unless authority to do so has been delegated formally by the Board and, as permitted by the Board, to Academy Ambassadors.

21 Delegation to Committees – Further Matters

- 21.1 Sub-committees with delegated powers will have authority to make decisions on behalf of the AAC.
- 21.2 Written notice of meetings, a copy of the agenda and any other supporting papers will be sent by the Clerk to every member of the Committee and the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed) (whether or not she/he is a member of that Committee) so that they are received at least seven clear days in advance of the meeting. However, where the Chair of the Committee determines that there are matters demanding urgent consideration, the written notice of the meeting, the agenda and supporting papers may be sent within such shorter periods as the Chair directs.
- 21.3 The Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed) has the right to attend any meeting of a Committee subject to the statutory rules laid down in respect of exclusions, staff disciplinary and other such matters.

- 21.4 Every question to be decided at a meeting of a Committee is to be determined by a majority of votes of the members of the Committee present and voting on the question. Voting will usually be by “show of hands”.
- 21.5 If there is a tied vote at the end of a discussion, the Chair, or person who is acting as Chair for the purposes of the meeting (provided that such person is an Academy Ambassador) will have a second or casting vote to determine the issue.
- 21.6 In order to provide the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed) with an appropriate work/life balance, the Principal(s) may nominate a suitable member of the School Leadership Team to attend one or more meetings of appropriate Committees on her/his behalf.
- 21.7 Minutes of the proceedings of a meeting of a Committee will be drawn up by the Clerk (or the person acting as Clerk for the purposes of a meeting) and must be signed (subject to the approval of the Committee) by the Chair of the next meeting of the Committee and will be presented to the next Academy Ambassadors meeting for information.

22 Minutes and Papers of Academy Ambassadors and Committees

- 22.1 The minutes of meetings will be drawn up by the Clerk and signed by the Chair at the next meeting.
- 22.2 A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more attendees present.
- 22.3 Academy Ambassadors must maintain and provide to any interested party or the Secretary of State on request:-
- The agenda for every meeting of the Board of Charity Trustees, any Academy Ambassadors meeting or any Committee to which the Board of Charity Trustees delegates any of its functions;
 - The draft minutes of every such meeting, if they have been approved by the Chair of that meeting;
 - The signed minutes of every such meeting; and
 - Any report, document or other paper considered at any such meeting.
- 22.4 Academy Ambassadors may exclude from items provided under clause 21.3 any content relating to:-
- A named teacher or other person employed, or proposed to be employed, at the Trust;
 - A named student at, or candidate for admission to, any Academy; and
 - Any matter which it is reasonably believed should remain confidential.
- 22.5 The Board will maintain a Code of Conduct for Academy Ambassadors to which all Ambassadors are required to adhere. If an Ambassador breaches confidentiality, the Chair of Academy Ambassadors will first speak to the individual Ambassador about the matter. Depending on the circumstances, a formal Academy Ambassadors meeting may consider voting on whether to suspend the Ambassador concerned and refer the matter to the Board. This does not prevent the Board being informed of circumstances where a vote is not held. In the case of the Chair breaching confidentiality, the Chair of the Board will first speak to the Ambassadors about the matter and may refer the matter to the Board.
- 22.6 Copies of draft minutes, checked for accuracy by the Chair and Principal(s) will be sent to all Academy Ambassadors and Committee attendees, as appropriate. Action will be taken on the basis of decisions recorded in the minutes and need not await the formal approval of minutes at the next meeting.
- 22.7 The minutes of a meeting will be considered for approval, with or without amendment, at the next meeting.

23 Review

23.1 These procedures are determined by the Board which may take into account recommendations made by Academy Ambassadors. They will be reviewed by the Board on an annual basis.

24 Distribution

24.1 A copy of these procedures will be presented to every Academy Ambassador, new Academy Ambassadors upon appointment/election, the Principal(s) and the Clerk.

Part 3 – Other Board Committees and sub-committees (not AAC and its sub-committees)

1 Constitution of Board Committees

- 1.1 The constitution of each committee is set out in each summary table in Annex A to this document.
- 1.2 This document should be read in conjunction with the LEAP MAT Scheme of Delegation including 'Annex 3 – Delegations from the Board'

2 Clerk to Board Committees

- 2.1 The Clerk may not be a Trustee, Governor (Academy Ambassador), CEO/Executive Principal or a Principal.
- 2.2 The Clerk will:-
 - Attend meetings and see the requirements of the procedures and rules are observed
 - Perform such task(s) as may be determined by the Committee from time to time.
- 2.3 If the Clerk fails to attend a meeting, Trustees may elect one of those attending, not being the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed), to act as Clerk for the purposes of that meeting.

3 Appointment of Chair and Vice Chair

- 3.1 Appointments arrangements are as set out in the relevant summary in Annex A.
- 3.2 The Chair may at any time resign her/his office by giving notice in writing to the Clerk to the Board of Trustees. Until a new Chair is approved, the Vice Chair will act as Chair for all purposes.
- 3.3 The Vice Chair may at any time resign her/his office by giving notice in writing to the Clerk to the Board of Trustees.
- 3.4 If both the Chair and Vice Chair are absent from a meeting, Trustees will elect from those attending, non-employee, number a Chair for that meeting.

4 Calendar of Committee Meetings

- 4.1 The Committees shall meet as set out in in Annex A.
- 4.2 The Board of Trustees will plan its Committee meetings on an annual basis, whilst acknowledging that circumstances may arise when an emergency meeting may be required which would not include such a matter.

5 Timing of Meetings

- 5.1 Meetings will start at times that are acceptable to the majority of voting members and take into account the work/life balance of the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed) and other paid staff.

6 Convening Meetings

- 6.1 Any three Trustees may requisition a meeting by giving written notice to the Clerk that includes a summary of the business to be discussed. The Clerk must call such a meeting as soon as is reasonably practicable.

7 Notice of Meetings

- 7.1 Meetings shall be convened by the Clerk, who shall send them written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair of the Board or Chair of the Committee or, in her/his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as she/he thinks fit.

7.2 Any Trustee shall be able to participate in Committee meetings by telephone or video conference provided that she/he has given reasonable notice to the Clerk and that the Trustee(s) has access to the appropriate equipment and are confident that the use of such equipment will not disrupt the smooth running of the meeting.

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

8 Agenda

8.1 The agenda will be organised by the Clerk in consultation with the Chair and the Principal/Executive Principal/CEO (acting as the Principal, where one is not appointed).

8.2 Papers that inform agenda items will be sent to Trustees with the agenda. Trustees may accept, for consideration, papers tabled at the meeting.

9 Attendance

9.1 Trustees may exclude an attendee from any part of its meeting when the business under consideration concerns an individual member of staff or student.

9.2 The Committees are not open to members of the public.

9.3 A record will be kept of all persons attending a meeting and these will be recorded in the minutes.

9.4 The time of departure of any member leaving before the end of a meeting will be recorded in the minutes.

10 Quorum

10.1 The quorum for a meeting is set out in each summary table in Annex A to this document.

10.2 If during the course of a meeting it becomes inquorate, the meeting will be discontinued.

10.3 A meeting may be discontinued at any time by resolution of the voting members.

10.4 When a meeting becomes inquorate or is discontinued, any items remaining on the agenda will be placed on the agenda of the next meeting.

11 Declaration of Personal and Business Interests

11.1 The Clerk will maintain a Register of Business Interest of the committee's membership, which will be in accordance with, and made available to, the Board for publishing as statutorily required.

11.2 The agenda for every meeting will include an item entitled "Declaration of Personal and Business Interests", which will enable any person present to declare direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest - as defined below) in any item specified on the agenda. In addition if, during the course of a meeting, an item is discussed and it becomes apparent that any person present has a personal or business interest in that matter, she/he will declare that interest as soon as is reasonably practicable. An "interest" is a situation where an attendee, a Trustee, or an individual identified in the Trust's Articles of Association for such purposes, may be affected, personally or financially, by a decision made at a meeting. Any such individual declaring a personal or business interest on any item on the agenda will be required to withdraw from the meeting during consideration of that item and not vote on the matter in question.

11.3 An person has a Personal Financial Interest if she/he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his/her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

- 11.4 Any person employed to work for the Trust, other than the Principal/Executive Principal/CEO will withdraw where her or his own pay or performance appraisal is being considered.
- 11.5 Where there may be a conflict between the interests of a relevant person and the interests of the Trust, or a fair hearing is required and there is a reasonable doubt about a relevant person's ability to act impartially in a particular matter, the other Trustees will determine whether that person should withdraw from the meeting.

12 Any Other Urgent Business

- 12.1 At the appropriate item on the agenda, attendees should inform the meeting of any item they wish to raise under Any Other Business.
- 12.2 The Chair of the meeting will determine whether any item so raised under Any Other Business, will be discussed at the meeting. If the Chair determines not to consider such an item, the meeting will determine whether it should be deferred to a subsequent meeting, or not considered at all.

13 Information and Advice

- 13.1 Where important information required by Trustees is given orally, it will be recorded in the minutes in appropriate detail.

14 Discussion and Debate

- 14.1 The Chair will ensure that all Trustees enjoy equality of opportunity to express their views.
- 14.2 Recommendations received from any committee will be appropriately recorded in the written minutes.

15 Decision Making

- 15.1 Members of a committee recognise that all decisions must be made at a committee meeting unless a sub-committee or an individual has been delegated to deal with a specific permission. This does not prevent a decision being made in special circumstances set out in this document.
- 15.2 Every matter to be decided at a meeting shall be determined by a majority of the votes present and entitled to vote as set out in Annex A. Every Trustee shall have one vote. The CEO/EP shall have a shared vote. A Trustee may not vote by proxy.
- 15.3 If there is a tied vote at the end of a discussion, the Chair, or person who is acting as Chair for the purposes of the meeting (providing they are entitled to vote) will have a second or casting vote to determine the issue.
- 15.4 Any Trustee who is also an employee of the Trust shall withdraw from that part of any Board meeting at which her/his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 15.5 A resolution in writing, signed by all the Trustees shall be valid and effective as if it had been passed at a relevant committee meeting. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

16 Delegation of Functions

- 16.1 No action may be taken by a Trustees, a sub-committee or an employee of the Trust unless authority to do so has been delegated formally by the Board and, as permitted by the Board. This delegation does not restrict actions described in special circumstances as set out in this document.

17 Further Matters

- 17.1 Every question to be decided at a meeting of a Committee is to be determined by a majority of votes of the members of the Committee present and voting on the question. Voting will usually be by "show of hands".

17.2 If there is a tied vote at the end of a discussion, the Chair, or person who is acting as Chair for the purposes of the meeting will have a second or casting vote to determine the issue.

18 Minutes and Papers

18.1 The minutes of meetings will be drawn up by the Clerk and signed by the Chair at the next meeting.

18.2 A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more attendees present.

18.3 Trustees must maintain and provide to any interested party or the Secretary of State on request:-

- The agenda for every meeting of the Board of Charity Trustees, any Academy Ambassadors meeting or any Committee to which the Board of Charity Trustees delegates any of its functions;
- The draft minutes of every such meeting, if they have been approved by the Chair of that meeting;
- The signed minutes of every such meeting; and
- Any report, document or other paper considered at any such meeting.

18.4 Trustees may exclude from items provided above any content relating to:-

- A named teacher or other person employed, or proposed to be employed, by the Trust;
- A named student at, or candidate for admission to, any Academy; and
- Any matter which it is reasonably believed should remain confidential.

18.5 The Board will maintain a Code of Conduct for Trustees to which all Trustees are required to adhere. If a Trustee breaches confidentiality, the Chair of the Board will first speak to the individual Trustee about the matter. Depending on the circumstances, the Chair of the Board may refer the matter to the Member of the Company. This paragraph does not fetter and power under the Articles of Association or that of the Members of the company.

18.6 Copies of draft minutes, checked for accuracy by the Chair and CEO/Executive Principal will be sent to all Trustees and committee attendees, as appropriate. Action will be taken on the basis of decisions recorded in the minutes and need not await the formal approval of minutes at the next meeting.

18.7 The minutes of a meeting will be considered for approval, with or without amendment, at the next meeting.

19 Review

19.1 These procedures are determined by the Board which may take into account recommendations made by committees. They will be reviewed by the Board on an annual basis.

20 Distribution

20.1 A copy of these procedures will be presented to new Trustees upon appointment.

ANNEX A – Committee Constitution Summaries

Finance and Audit Committee – A Committee of the Board	
Membership	
Voting Members	
<p>The committee will comprise three Trustees, the CEO and the Executive Principal.</p> <p>The CEO/Executive Principal share one vote on matters not relating to the audit function and are not eligible to vote in relation to the audit function of the committee.</p>	
Non-Voting Members/Attendees	
The CEO/Executive Principal, are not permitted to vote on matters relating to Audit.	
CFO/PBM, Finance Manager	
The committee is authorised to invite further attendees to assist and advise on a particular matter.	
Chair and Vice Chair of the Committee	As determined by the Committee, being appointed by the Committee at its first meeting of each academic year. The Chair of the Committee must not be the Chair of the Board.
Clerk to the Committee	The Clerk to the Board
Meetings	<p>The Finance Committee shall meet at least once every academic term, and otherwise as required.</p> <p>At least once each academic term, the Committee will have a focus, or be devoted to, the Trust's Audit Committee responsibilities in accordance with the Academies Financial Handbook.</p>
Quorum and decisions	<p>The quorum for a meeting is any three Trustees.</p> <p>Urgent Decisions - the CEO/Executive Principal and a minimum of two Trustees outside of Committee meetings can agree an urgent decision regarding non-audit functions which will be reported to the following Board meeting.</p>
Circulation of Papers	Papers will be circulated at least 1 week before the meeting.
Referral to the Board	Minutes of the meeting will be passed to the Board.

Terms of Reference
Delegated Responsibilities

Finance Responsibility

Academy and Trust Funding Model

1. Determine, a funding model across the Trust and develop an individual funding model for the Academies so as to secure the Trust's financial health in the short term and the long term. This will include determining the Trust wide budget and the MAT Levy to be charged to each Academy.
2. To consider Academy forecast and funding notified by the DfE, and to assess its implications in advance of forthcoming financial years.

Academy Budget Recommendation to the Board

3. To consider, amend and recommend to the Board, acceptance of the MAT and each Academy's budget for the forthcoming financial year.

Strategic Financial Plan

4. To develop a three year strategic financial plan within the context of the Trust's Improvement Plan, and to review this on an annual basis.

Compliance Review

5. To monitor compliance with the Trust's financial regulations/rules/procedures and Funding Agreement, including the Academy's Financial Handbook. This includes the requirement for the Trust to deliver Value for Money.

KPI and Review

6. To establish financial KPIs and monitor and review delegated expenditure and ensure compliance with the Trust's budget and financial plan, drawing any matters of concern to the attention of the Board.

Financial Statements

7. To prepare the financial statement to form part of the annual report to be considered for approval by the Board for filing in accordance with Companies Act and DfE requirements.

Insurance/Risk Protection Arrangements

8. Ensuring that arrangements for insurance cover/Risk Protection Arrangements are in place and adequate.

Land and Freehold Property

9. Acquiring or disposing of any freehold property or land. Prior consent must also be obtained from the Secretary of State.
10. Taking up or granting a leasehold or tenancy agreement on land or buildings from/to another party. Prior consent must also be obtained from the Secretary of State.

Valuation, Security And Disposal Of Assets (Not Relating To Land Or Freehold Property)

11. Receiving Reports on valuation of gifts-in-kind and donated services and facilities where they should be included in the company accounts, and to determine their value.
12. Monitoring oversight for the security of purchases and other allocated assets.
13. Dealing with the disposal of heritage assets and other assets.

Finance and Operating Lease(s) (Not Relating to Land or Freehold Property)

14. Taking up a finance lease on any class of asset for any duration from another party, with the consent of the Secretary of State.

15. Taking up an operating lease an asset with a value over of £30,000 or where the lease term is greater than 5 years.

Bank Accounts

16. To receive notifications on opening or closing of a bank account.

Novel or Contentious Transactions

17. Making Novel payments or other transactions are those in which the Trust has no experience, or are outside the range of normal business activity. Contentious transactions are those which might give rise to criticism of the Trust by the public or the media.

Borrowing/Loans/Overdraft

18. The Committee shall determine whether to seek ESFA's prior approval for borrowing (including finance leases and overdraft facilities) from any source, where such borrowing is to be repaid from grant monies or secured on assets funded by grant monies (regardless of the interest rate chargeable). This does not include the use of credit cards, which may only be used by academies for business (not personal) expenditure. Credit card balances must be cleared before interest accrues.

Investments

19. The Committee may invest to further their Trust's charitable aims, but must ensure that investment risk is properly managed. When considering making an investment the board of Trustees must:-

- act within their powers to invest as set in the Trust's Articles of Association
- have an investment policy to manage, control and track their financial exposure, and ensure value for money
- exercise care and skill in all investment decisions, taking advice as appropriate from a professional adviser
- ensure that exposure to investment products is tightly controlled so that security of funds takes precedence over revenue maximisation
- ensure that all investment decisions are in the best interests of the Trust and command broad public support
- review the Trust's investments and investment policy regularly

20. The Committee must, on behalf of the Trust, follow the Charity Commission's guidance: CC14 Charities and investment matters: A guide for Trustees. The ESFA's prior approval must be obtained for investment transactions which are novel and/or contentious.

Write-Offs and Liabilities, Entering Guarantees, Indemnities or Letters Of Comfort

21. The Committee is delegated the power for:-

- writing-off debts and losses where over £3,000 but not over £5,000
- entering into guarantees, letters of comfort or indemnities in any case

Prior DfE consent is required in either of the above according to the following DfE requirements:

The DfE delegated limits, subject to a maximum of £250,000, are:

- 1% of total annual income or £45,000 (whichever is smaller) per single transaction
- Cumulatively, 2.5% of total annual income in any one financial year per category of transaction for any Academy Trusts that have not submitted timely, unqualified audited accounts for the previous two financial years. This category includes new Academies that have not had the opportunity to produce two years of audited accounts
- Cumulatively, 5% of total annual income in any one financial year per category of transaction for any Academy Trusts that have submitted timely, unqualified audited accounts for the previous two financial years

Special Payments

22. Determining special payments made to employees outside of normal statutory or contractual requirements when leaving employment in public service whether they resign, are dismissed or reach an

agreed termination of contract. Special payments include staff severance payments, compensation payments; and ex gratia payments.

Purchases from Local Authorities

23. Determine, on behalf of the Board, local authority contracts with a value of at least £5,000 to be purchased from the local authority, having regard to: the availability of alternative providers, the circumstances of any prior service review; the potential for savings; the resources available to the Trust to undertake a timely review; and other matter considered relevant to the Trust, within the value for money framework of the DfE financial regulations.

Purchasing and Contracts

24. Authorisation of orders for goods and services having a value over £80,000.

Benchmarking

25. To consider financial benchmarking information and discuss any issues raised.

Policies and Review

26. To review and approve policies in accordance with the policy review cycle, including but not limited to:-

- Financial and Financial Audit aspects of the Financial Procedures and Delegated Employee Powers Manual
- Charging and remissions policy
- Annual review of lettings charges
- Sponsorship/fundraising

Audit Functions

Auditors and Audit Requirements

27. In accordance with the AFH, the Committee's must agree and direct a programme of internal scrutiny to provide independent assurance to the Board that its financial and other controls, and risk management procedures, are operating effectively.

28. The internal scrutiny must be delivered in a way that matches the Trust's circumstances. Using one or more of the following options:

- employing an in-house internal auditor
- a bought-in internal audit service, under a separate letter of engagement if internal audit and external audit is performed by the same firm
- the appointment of a non-employed Trustee
- a peer review by the chief financial officer, or other member of the finance team, from another Academy Trust. The Committee should satisfy itself that the Trust supplying the reviewer has a good standard of financial management and governance and should minute the basis for its decision.

29. The Committee shall report to the Board:

- the adequacy of the Trust's financial and other controls and management of risk
- the findings of internal scrutiny must be made available to all Trustees promptly

Approach

30. Internal scrutiny must focus on:

- evaluating the suitability of, and level of compliance with, financial and other controls. This includes assessing whether procedures are designed effectively and efficiently, and checking transactions to confirm whether agreed procedures have been followed
- offering advice and insight to the Board on how to address weaknesses in financial and other controls, acting as a catalyst for improvement, but without diluting management's responsibility for day to day running of the Trust
- ensuring all categories of risk are being adequately identified, reported and managed

31. The internal scrutiny directed by the Committee must:

- be independent and objective
- be conducted by someone suitably qualified and experienced and able to draw on technical expertise as required
- be covered by a scheme of work, driven and agreed by the audit committee, and informed by risk
- be timely, with the programme of work spread appropriately over the year so higher risk areas are reviewed in good time
- include regular updates to the Audit Committee by the person or organisation carrying out the programme of work, incorporating:- a report of the work to each Audit Committee meeting, including recommendations where appropriate to enhance financial and other controls and risk management; a short annual summary report to the Audit Committee for each year ended 31 August outlining the areas reviewed, key findings, recommendations and conclusions, to help the Committee consider actions and assess year on year progress.

32. The Committee must:

- determine on a risk-basis (with reference to its risk register) the programme of internal scrutiny covering the year, modifying its checks accordingly. For example, this may involve greater scrutiny where procedures or systems have changed
- determine who will perform the work
- consider reports at each meeting from those carrying out the work
- consider progress in addressing recommendations
- consider outputs from other assurance activities by third-parties including ESFA, financial management and governance reviews, funding audits and investigations
- have access to the external auditor as well as those undertaking internal scrutiny, and consider their quality
- have oversight of the information submitted to the DfE and EFSA that affects funding, including pupil number returns and funding claims (revenue and capital) completed by the Trust and its Academies, is accurate and in compliance with the funding criteria.

Working with other assurance providers

33. Internal scrutiny should take account of output from other assurance procedures to inform the programme of work. For example, it should have regard to recommendations from the Trust's external auditors as described in their management letter, and from relevant reviews undertaken by ESFA.

Independence and objectivity

34. Independence in internal scrutiny reports will be communicated directly to the Committee, thereby providing assurance to the Board of Trustees.

Recommend to the Board the appointment or reappointment of the auditors of the Trust.

35. The Academy Trust has not constituted a separate Audit Committee, but will address its audit and risk management obligations as above through the Finance and Audit Committee. The internal programme of risk review may include the performance of a supplementary programme of work by the external auditors, an element of peer review or independent examination (e.g. in a reciprocal arrangement with another Trust).

Academy Ambassadors Committee Constitution – Powers Delegated by the Board

Membership	<p>Voting Members</p> <p>The Committee will comprise:-</p> <ol style="list-style-type: none"> i. the Academy’s Principal(s), CEO/Executive Principal (acting as the Principal, where one is not appointed). ii. between 7-10 Academy Ambassadors comprising two Parent Academy Ambassadors <p>Non-Voting attendees</p> <ul style="list-style-type: none"> • the CEO/Executive Principal • Others may attend Academy Ambassadors meetings, as invited.
Chair and Vice-Chair of the Committee	The Board will appoint Chair and Vice Chair of Academy Ambassadors in each Academy. The term of office of the Chair and Vice Chair shall be 2 years. The Board reserves the right to substitute the Chair or Vice-Chair at any time.
Quorum and decisions	The quorum for a meeting of Academy Ambassadors, and any vote on any matter at such a meeting, shall be any three of the voting members of the membership of Academy Ambassadors, or, where greater, any one third (rounded up to a whole number) of the total number of voting members of the Academy Ambassadors membership at the date of the meeting. All decisions will be in keeping with Trust policy and procedural documents.
Clerk to the Committee	Clerk to the Board of Trustees unless the Board appoints otherwise
Meetings	Once a term and on other occasions as may be necessary.

Terms of Reference - Delegated Responsibilities to Academy Ambassadors under the Board’s Scheme of Delegation

ROLE OF ACADEMY AMBASSADORS

The role of Academy Ambassadors is rooted in the promotion of, and the championing of, students within each Academy. The Academy Ambassadors will provide support and challenge whilst understanding one of the core duties of the CEO/Executive Principal is to carry out the Academy Principal’s appraisal and closely monitor the Academy’s performance.

The Academy Principal will update on the performance of the Academy. This will give opportunity for questions and discussion, and enable Academy Ambassadors to be fully aware of the key Academy improvement priorities and progress made towards achieving these priorities.

The focus of Academy Ambassadors / Committee:

1. Exclusions, Behaviour and Attendance
2. SEND and Disadvantaged Students
3. Looked After Children
4. Admission Arrangements
5. Student progress and outcomes
6. Student Safeguarding (working under the direction of the Trust Safeguarding Officer)
7. Review policies as set by the Board
8. Informed of Pupil Premium spend and impact

9. Review the process for Pay Progression of Academy staff (excluding the Academy Principal)
10. Represent the local community and Parent Voice
11. Undertake Student Voice (as requested by the Academy Principal)
12. To consider and, as appropriate, approve of adventurous, international and residential trips and visits.
13. Undertake Link Roles (as determined by the Academy Principal)
14. Contribute to any Academy Ofsted Inspection(s) (under the direction of the Board of Trustees)
15. Participate on Panels for Student Discipline & Exclusion Hearings, Staff Appeal Panels and the Review of Pay Progression, as requested

Attendance of the CEO/EP at AAC and standing items

The termly AAC meetings will be attended by the CEO/Executive Principal, providing an opportunity for Academy Ambassadors to be updated on Trust-wide matters, including:-

- staffing
- finance
- curriculum
- the strategic direction of the Trust and Academy
- Trust performance including the Academy Improvement Plan and Key Performance Indicators

Student Discipline and Exclusion Committee – A Sub-Committee of the AAC

Membership	<p>Voting Members</p> <p>The Committee will consist of three Academy Ambassadors from any of the Trust's Academies</p> <p>The Academy Ambassadors' panel must not include;</p> <ul style="list-style-type: none"> • the Principal, although this does not prevent the Principal attending the Committee in a non-voting capacity to give evidence • any Academy Ambassadors' with prior knowledge of the specific details of the case <p>Non-Voting invited attendees</p> <p>Associate/Vice/Assistant Principal(s) and the relevant student and their parent(s)/carer(s) would normally attend the Committee.</p> <p>The Committee may only invite other attendees in the interest of natural justice.</p>
Chair of the Committee	To be appointed by the sub-committee at each meeting.
Quorum and decisions	All 3 Panel Members
Clerk to the Committee	Clerk to the Board of Trustees unless the Board appoints otherwise
Meetings	The Committee shall meet to address arising student discipline matters to comply with statutory timescales or, where not mandatory, within a reasonable period of time.

Terms of Reference - Delegated Responsibilities from the Board of Trustees

1. To meet the statutory requirements of student discipline and exclusions for a permanent exclusion / termly 15+ days fixed term exclusion brought by the Principal.
2. To review the use of exclusion within the school and to decide whether or not to confirm the decision of the Principal to exclude a student.

Staff Grievance Committee – A Sub-Committee of the AAC

Membership	<p>Voting Members</p> <p>The Academy Ambassadors Chair or Vice-Chair, other than in exceptional circumstances, and two other Academy Ambassadors, not being the Principal. In the absence of sufficient Academy Ambassadors from the Academy then other LEAP Academy Ambassadors or a Trustee(s).</p> <p>Non-Voting invited attendees</p> <p>The Committee may only invite other attenders in the interest of natural justice (e.g. HR/Union representatives and staff member involved as appropriate).</p>
Chair and Vice-Chair of the Committee	Either Academy Ambassadors Chair or Vice Chair or, in exceptional circumstances, a Trustee.
Quorum and decisions	All 3 Panel Members
Clerk to the Committee	Clerk to the Board of Trustees unless the Board appoints otherwise
Meetings	The Committee shall meet to address arising matters.
<p>Terms of Reference - Delegated Responsibilities from the Board of Trustees</p> <ol style="list-style-type: none"> 1. To hear and determine any cases brought forward by a member of staff against the Principal, where the Principal determines a matter should be heard by the Committee or in any other case permitted by policy. 	

Staff Disciplinary Committee – A Sub-Committee of the AAC or whole AAC (on appeal)	
Membership	<p>Voting Members</p> <p>The Academy Ambassadors Chair or Vice-Chair of AAC, other than in exceptional circumstances, and two other Academy Ambassadors, not being the Principal. In the absence of sufficient Academy Ambassadors from the Academy then other LEAP Academy Ambassadors or a Trustee(s).</p> <p>Non-Voting invited attenders</p> <p>The sub-committee may only invite other attenders in the interest of natural justice (e.g. HR/Union representatives and staff member involved as appropriate)</p>
Chair and Vice-Chair of the Committee	Either Chair or Vice Chair of the AAC or, in exceptional circumstances, another Academy Ambassador
Quorum and decisions	All 3 Panel Members
Clerk to the Committee	Clerk to the Board of Trustees unless the Board appoints otherwise
Meetings	The Committee shall meet to address arising matters
Terms of Reference - Delegated Responsibilities from the Board of Trustees	
1. To hear and determine any cases brought forward in accordance with the HR Policy.	