



## **ORCHARD COMMUNITY TRUST**

### **GOVERNANCE PLAN**

**Approved by:** OCT Board of Trustees **Date:** 23<sup>rd</sup> January 2020

**Last reviewed on:** 23<sup>rd</sup> January 2020

**Next review due by:** 23<sup>rd</sup> January 2022

# Orchard Community Trust Governance Plan 2019-20

## 1. Introduction

This Governance Plan outlines the Trust's vision, legal responsibilities, roles and responsibilities and a framework for decision making within The Orchard Community Trust (OCT) and its associated sub-committees and local governing boards (LGBs). This plan applies to all Members, Trustees, LGB members, sub-contracted parties and any staff employed by the Trust.

At the present time, the OCT Multi-Academy Trust has 5 schools – Abbey Hulton Primary School, Forest Park Primary School, Oakhill Primary School, Kemball Special School and Watermill Special School. An additional 2 schools will join the Trust on the 1<sup>st</sup> February 2020-Etruscan Primary School and St. Mark's CE (A) Primary School.

## 2. The Vision: Orchard Community Trust

Our overall vision and mission is to have fully inclusive schools working in our Trust, that fully embrace all stakeholders and which celebrate individuality and success by offering a high-quality education and range of opportunities, where everyone makes excellent progress.

We will work in partnership as schools to ensure that all of the learning needs of the diverse range of children and young people we serve are effectively met via high quality provision, great leadership and outward facing developments.

At the centre of our vision for children and young people in the MAT is the word 'crafts'. This was developed by the MAT Headteachers and is a reference to and reminder of the history of the City of Stoke on Trent and the wide range of crafts and skills that have been seen in the City throughout history. It also relates to the craft of teaching, which is integral to all we do to improve outcomes for children and young people.

### **To deliver against this vision, the OCT will:**

Support the delivery of excellent teaching, learning and assessment and a quality learner experience, underpinned by high expectations and high aspirations; Support student progress, attainment and the development of independence and life skills. Stay focussed on Primary and Special School provision and education

Recognise that between 8-15 schools is needed to allow it to generate the cost efficiencies, school to school support mechanisms and service standards it aspires to;

Share a mission to "transform lives through learning"; via the Trust's mission statement and core values

Operate a highly (earned) delegated model of governance and leadership and locate the balance that needs to be struck between autonomy and sharing. What is sensible to do only once, it will do through the MAT: what is sensible to do locally within each school will be delegated;

Recognise that all schools in the MAT, whatever their context, have something to GIVE and RECEIVE in the pursuit of improvement across the Trust.

### 3. Structure of The Orchard Community Trust (OCT)

#### Our Trust Governance Structure (Appendix 1)

The Orchard Community Trust is a Multi Academy Trust Consisting of 7 schools in Stoke on Trent, 5 Primary Schools and 2 Special Schools. We also have an additional associate Special School as part of our current group of schools.

The Trust Governance structure consists of 5 members and 12 Trustees. The members and Trustees are a wide range of people from a range of backgrounds, who both support and challenge the Trust effectively and who bring a diverse set of skills and experience that will help us to be successful as a MAT. They support and challenge our development well. The Senior Executive Leader of the Trust is also a Trustee and is accountable to the Trust Board.

The Trust Board meets 6 times per year, as do each of the 2 established Trust Board sub-committees, Curriculum, Quality and Standards and Audit and Resources.

Link Trustees have also been established for each MAT schools to ensure clear communication between the Trust Board and the schools. They visit their schools 6 times year with a focused agenda for each visit. They will also attend Local Governing Board meetings in their link schools.

Each school retains its own local Governing Board in order for the identity of each school to be retained and for Governors with local knowledge to support and challenge each school. Governing Boards have delegated responsibilities for each school which are laid out in our agreed scheme of delegation, which is also published on the MAT website.

An outline of our Trust structure and details of our Members, Trustees and a list of members of each local Governing Board is available on the MAT website.

Our Headteachers also form an Executive Headteachers Board as part of the Trust's Governance structure. The Headteachers meet regularly to discuss the schools, the MAT, policies and practice and our development plans. They also regularly share good practice for each school and beyond. This is then fed into the Trust Board via its meeting structure and via the Trust Board's sub committees.

The key 'moving parts' of the Trust are the Members, the Trust board and its trustees and local governing boards of individual schools.

#### ***Members of the Trust:***

The Trust will have 5 appointed members and the Chair of the Trust will be one of the 5 agreed Trust members.

***Trustees:*** There will be 12 Trustees. The Trustees will comprise up to 2 members, including the Chair and are the individuals nominated or appointed by the Members to carry out the delegated functions of the Trust and to take on the responsibilities of the OCT Executive function.

The number of Trustees provides a depth of experience in Education, Education law, Finance, Business, HR, voluntary sector and the Church.

The Orchard Community Trust (OCT) Board will meet twice per term and will have the option of holding 2 additional strategy or workshop (or away day) sessions each year. It will have the following sub-committees:

A **Local Governing Body** (LGB) for each school with a maximum of 12 governors each, including staff (1) and parent (1) representatives. (See terms of reference/LGB constitution for each OCT school). The LGB will meet at least 3 times per year, most likely each term. The LGB may choose how to manage its business, and may have sub-committees or linked advisory bodies, e.g. a Finance sub-committee, a standards committee and a strategic committee, in order to scrutinise performance more effectively, or an employer linked body to advise. LGBs may also have link members to act in support of the school on specific matters.

LGBs for certain types of school may have specific designations. For example, Church Schools will have a specific requirement for the majority of members to be foundation co-opted Governors.

A scheme of delegation will operate between the Trust and its schools.

The scheme of delegation may be altered depending on the school context and might be different in some schools to reflect the:

- Nature of the school
- Relative performance of the school. For example, a scheme of delegation will take the performance of the school into account. A good or outstanding school will have delegated authority to operate a LGB with a fuller scheme of delegation, whereas a school with academic or financial performance issues may operate with only a **local advisory board** rather than an LGB, with delegated powers limited to being the 'eyes and ears' of the school and its community (this approach is drawn from guidance from the NGA).

The Trust Board will operate a number of other strategic MAT sub-committees, each of which will meet once per year. These currently are:

- **Curriculum, Quality and Standards Committee**, supported by external specialists to scrutinise schools' educational performance data (meets six times per year)
- **Audit and Resources Committee** to review accounts, financial policy and practice and receive the report from the auditor (meets 6 times per year)
- **SMSC and Christian Distinctiveness Committee** to scrutinise and support the Christian character of Church schools in the MAT and have an overview on SMSC and RE provision in all schools (meets 3 times per year)
- **Appointments and Remuneration Committee**. The Committee will meet as appropriate to appoint the Senior Executive Leader and the Chief Finance Officer and will manage the performance review of the SEL and the CFO (meets twice per year and as otherwise necessary)
- **Working groups or Task and Finish groups**, established by need, and at any time to review specific aspects of the Trust's work (will be set up and will meet as agreed according to work plan each year)

Each committee will report back to the Trustees at full Board meeting via input from the committee chair and also via minutes of committee meetings. These will always be a standing agenda item at each full board of Trustees meeting

## **Key Roles and Responsibilities**

Understanding and communicating the roles and responsibilities of key stakeholders within the OCT's organisational structure is key to our success. Getting this right avoids duplication of effort and aids effective decision making, leading to better student experiences and outcomes.

## **Roles and Responsibilities of Members and Trustees (Trustees and Directors used interchangeably by DfE)**

### **Role of a Member**

- The Members of an Academy Trust have a different status from the Directors/Trustees.
- The Members are the subscribers to the trust's memorandum of association, and any other individuals permitted to become members under its *articles of association*.
- Members have an overview of the governance arrangements of the trust and have the power to appoint trustees and remove these trustees.
- Members can amend the articles at any time and may do so to support stronger governance arrangements.
- Members must not be employees of the trust.
- While members can also be trustees, retaining some distinction between the two layers ensures that members, independent of trustees, provide oversight and challenge. Only one of our members are also Trustees, which is in line with DfE recommendations.
- The Department for Education (DfE) encourages trusts to have at least five members in total, the OCT has 5 members, as this:
- Ensures enough members can take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity, and
- Facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree)

### **Meetings of Members are once per year**

### **Our process for appointing members?**

- Identify individuals who Academies believe have the necessary skills related to Education, HR, Business, Finance, and Legal.
- Every person nominated to become a member of the Academy Trust must sign a written consent to become a member. They must also sign the register of members once they have become members.
- Signatory members, and the school's foundation or sponsor body where applicable, may remove a member they have appointed, or appoint a replacement member to fill a vacancy, by delivering a written notice to the Academy Trust's registered office.
- In addition, the members are allowed to appoint additional members as they see fit by passing a special resolution in writing.

### **Who must we notify when we appoint a member?**

The Education Funding Agency (EFA) must be notified within 14 days of the new appointment. The DfE has a form that academies can use to update the names and contact information for key contacts:

## **Role of a Trustee**

- Trustees are the same body of people as both the directors of the company and the 'governors' of a single Academy Trust; these words are used interchangeably.
- Trustees are the people responsible under the Academy Trust's articles of association for controlling its management and administration.
- Trustees have responsibility for directing its affairs, ensuring that it is solvent, well-run, and delivering the trust's charitable outcomes for the benefit of the public.
- Our Multi-Academy Trust has different governance arrangements because we are established to oversee and manage more than one academy, see our plan above.
- Individuals must ensure that they fully understand their duties as company directors and charity trustees. Guidance exists in;
- Duties of company directors are described in sections 170 to 181 of the Companies Act 2006;
- Role and duties of charity trustees are described by the Charity Commission in (CC3): the essential trustee: what you need to know, what you need to do.

## **Responsibilities of Trustees**

- The Board of Trustees of the Academy Trust has wide responsibilities under statute, regulations and the funding agreement.
- Principally, the Board is responsible for ensuring that the Trust's funds are used only in accordance with the law, its articles of association, its funding agreement and this handbook.
- The Board of Trustees has wide discretion over its use of the trust's funds, which it must discharge reasonably and in a way that commands broad public support. It is responsible for the proper stewardship of those funds, including regularity and propriety, and for ensuring economy, efficiency and effectiveness in their use the three key elements of value for money.
- Academy Trusts are companies limited by guarantee and exempt charities.
- The Board of Trustees is subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State agrees with them. These responsibilities are mutually reinforcing and are there to ensure proper governance and conduct of the trust.
- Trustees should follow the guidance in the Governors' Handbook which sets out the legal duties applying to, and core role and strategic functions of, boards of trustees.
- The Board of Trustees must understand their statutory duties as company directors as set out in the Companies Act 2006.

## **These comprise of the duties to:**

- Act within their powers
- Promote the success of the company and exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Not to accept benefits from third parties
- To declare interest in proposed transactions or arrangements

### **Specific roles delegated to the Trustees**

- The Board of Trustees has appointed in writing, a Senior Executive Leader (Chief Executive Officer) who, in accordance with the trust's articles of association, acts as also a trustee.
- The Board and its committees meet 6 times per year, to discharge their responsibilities under their articles of association, funding agreement and the Governance Handbook, to ensure robust governance and effective financial management arrangements.
- The Board has an action plan/work programme which sets out the actions we need to accomplish during the year.
- The Board has approved a written scheme of delegation of financial powers that maintains robust internal control arrangements.
- The Academy Trust has an Audit and Resources committee to which the board delegates financial scrutiny and oversight.
- The Academy Trust has appointed a clerk to the board of trustees who is someone other than a trustee, principal or chief executive of the trust.

### **Link Trustee delegation of responsibility**

- To liaise with the appropriate member(s) of staff and link Governor
- To visit the school with the purpose of gathering information concerning their area of responsibility and to increase their knowledge of the School
- To regularly report to the Trustees on developments and progress within their area of responsibility
- To quality assure the evaluation of progress towards priorities through desk top analysis, visits to the school and/or attendance at Link Governor and Leader meetings
- To attend training as appropriate
- To monitor the work of the local governing board and school via action plans and evaluations

### **Link Governor – delegation of responsibility**

- To liaise with the appropriate member(s) of staff
- To visit the school with the purpose of gathering information concerning their area of responsibility and to increase their knowledge of the School
- To regularly report to the Local Community Governing Board, the Link Trustee or, whichever the LGB deems most appropriate, on developments/Progress within their area of responsibility
- To raise the profile of the area of responsibility when related matters are considered by the LGB
- To attend training as appropriate
- To monitor the work of the school via action plans and evaluations

### **Role and responsibilities of the Clerk to the Trustees and Local Governing Board Governance**

- To work effectively with the Chair of Governors, Chair of Trustees, other Governors/ Trustees, Academy Principals and Executive Principal to support robust Governance;
- To advise on Constitutional and Procedural Matters, duties and powers
- To convene meetings;
- To attend meetings and ensure minutes are taken

- To maintain a register of members of the Governing Body and report vacancies to the Governing Body
- To give and receive notices in accordance with relevant regulations
- To perform such other functions as may be determined by the Trustees and Governing Body from time to time.

The tables below also gives an outline of the key roles and responsibilities of the OCT Board, the individual nominated or appointed individuals delegated to take on the responsibilities of the OCT, the SEL, the LGB (and its Chair) and the Headteacher.

**Table 1: Key Roles and Responsibilities**

Role	Outline of role and responsibilities
<b>OCT Board</b>	<p>The Trust is responsible for the general control and management of the administration of the trust in accordance with the provisions set out in the memorandum and articles of association. The Board of Trustees is the accountable body for the performance of all schools within the trust and as such must:</p> <ol style="list-style-type: none"> <li>1. Ensure clarity of vision, ethos and strategic direction of the Trust</li> <li>2. Hold the executive to account for the educational performance of the schools and their pupils, and the performance management of staff</li> <li>3. Oversee the financial performance of the trust and make sure its money is well spent</li> </ol> <p>The Trust Board is permitted to exercise all the powers of the Academy Trust. The Trust Board will delegate to the Senior Executive Leader (SEL) responsibility for the day to day operation of the Trust. The Trustees can determine whether to delegate any governance functions.</p> <p>The Trust has the right to review and adapt its governance structure at any time.</p>
<b>OCT SEL</b>	<p>The SEL is the individual appointed individual delegated to take on the responsibilities of the executive function of the OCT Board. The SEL function has the delegated responsibility for the operation of the Trust including the performance of the Trust’s academies. The SEL performance manages the academy principals/Heads. As there is delegation to a local governing body or committee (LGB/C) this is usually with the LGB chair appointed Governors.</p> <p>The SEL function is the accounting officer so has overall responsibility for the operation of the Academy Trust’s financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.</p> <p>The SEL function can delegate executive management functions to others and is accountable to the Trust Board for the performance of leaders in the Trust to which executive functions are delegated.</p>
<p>The <b>OCT Board</b>, through the executive leadership of the <b>Orchard Community Trust (OCT) SEL</b>, will fulfil these responsibilities by:</p> <ul style="list-style-type: none"> <li>• Defining Trust vision, values, our core learning philosophy and strategic ambitions over a 7-10 year period;</li> <li>• Appointing Headteachers, and fulfilling its role in succession planning;</li> <li>• Creating and operating a Trust model of providing Group Services support to schools; ensuring these are at cost and provide best in class service standards</li> <li>• Annual performance reviews of principals/Headteachers and other senior appointments made by the Trust</li> <li>• Reviewing medium to long term financial planning and making strategic responses that allow the Trust to operate sustainably, and efficiently and plan for longer term investment in facilities to support teaching, learning and assessment;</li> </ul>	



- Reviewing medium to long term aspects of school development planning and making strategic responses that allow the Trust to achieve high levels of performance and plan for longer term investment in facilities to support teaching, learning and assessment;
- Approving the annual Trust budget and individual school budgets for the LGBs to monitor locally;
- Defining Trust policies and how LGBs implement these or set local procedures to operate policies and/or report on them;
- Maintaining the risk register for the Trust, incorporating the key individual school risks;
- Defining a standardised reporting structure for KPIs (the “KPI Dashboard”) that is used for reporting on each school’s performance to the Trust Board and thereby holding each school to account.

**LGB** The Trust Board will establish LGBs, appoint the Chairs, ensure two parents are elected and will determine what will be delegated.

Typically, responsibilities may include:

- Building an understanding of how the school is led and managed
- Monitoring whether the school is:
  - working within agreed policies and the principles set out in the governance plan
  - is meeting the agreed targets for progress and attainment of pupils
  - managing its annual budget effectively
- Engaging with stakeholders
- Reporting to the board, within defined templates

As the LGB is a committee of the Board, delegation can be removed at any time, such as when the risk register identifies a significant and systemic performance issue at the school – in which case the Trust Board can set up a **local advisory board** in place of the LGB and with limited powers of delegation.

The **LGB**, through the **Chair of the LGB**, will fulfil these responsibilities by:

1. Managing its agendas and cycle of business, with the support of the Clerk, to ensure that the Trust’s cycle of business and appropriate reporting to Trustees can take place using defined reporting templates and frameworks
2. Ensure compliance and statutory responsibilities delegated to the LGB are met.
3. Providing local support and challenge to the Principal/Headteacher and Senior Team
4. The creation of strategic goals for a 3 year period consistent with the Trust vision, values and strategic ambitions, with targets that capture outputs from the strategic goals. These are developed with the Trust SEL function and ratified by the Trust Board.
5. Supporting the Principal/Headteacher and their Senior Leadership Team, in the development of a three year high level School Development Plan (SDP) and an annual detailed SDP action plan – taking into account the school’s strategic goals, and the context of the Trust vision, values and strategic ambitions. The SDP includes targets term by term that are then reported against the Principal/Headteacher report. LGBs, led by the local chair of the LGB, are specifically required to scrutinise performance (through appropriate support and challenge of the Principal/Headteacher) against the three-year high-level SDP/SIP and the individual targets on an annual basis. The Chair shall adopt the embedding of sections of the development plan through link Governors working with link SLT members.
6. Supporting the Principal/Headteacher in the development of an annual budget, in the context of longer time horizon planning principles agreed by Trustees. The LGB must set a balanced budget and shall operate sustainably. It will carry forward any surplus/deficit; is responsible for investing surpluses to the benefit of school pupils and agreeing a plan with the Trust Board for financial recovery following any period of unplanned deficit. This shall take place along with Trust SEL and a nominated appointed Trustee with finance experience. This annual budget and any associated investment/recovery plans will be ratified by the Trust Board. Scrutinising monthly/quarterly management accounts and providing appropriate support and challenge to ensure that the school operates within its annual budgeting constraints.

7. Maximises the benefits of working alongside other chairs/schools in the Trust and in the value extracted through group core service functions and school to school improvement through both 'giving' and 'taking'.
8. Ensuring that the LGB operates within the policies of the Trust, for example to operate local disciplinary and exclusion panels, as required.

### **Headteacher**

The academy Headteacher is responsible for the leadership and management of the school/academy and is managed by the SEL function but reports to the LGB on all matters, which have been delegated to the LGB.

The **Principal/Headteacher** will fulfil these responsibilities by:

1. Providing leadership for the school in the delivery of the strategic vision for the school
2. Delivery of high quality teaching, learning and assessment within the school
3. Providing targeted student support strategies that allow all learners to make progress and achieve qualifications
4. Development and delivery of a curriculum that meets the strategic vision for the school and the requirements of pupils
5. Creating an environment that supports a good attitude learning and minimises poor pupil behaviour
6. Developing effective relationships with stakeholders such as parents, employers, the community
7. Developing extra-curricular activities that enrich the school experience
8. Work with the SEL function of the Trust and the LGB and report to the Trust board as required
9. Ensuring that the academic and financial targets are met
10. Lead and manage effectively and efficiently all financial resources allocated to the school and maintain robust performance
11. Lead and manage the development and maintenance of the estate and other resources
12. Lead and manage and develop all staffing resources
13. Manage risk effectively
14. Promote and ensure sustainability and value for money
15. Maximise the value to be gained from operating within a family of schools drawing effectively on group core services and school to school improvement

### **Chair of Governors and SEL function working together**

The Headteacher is accountable to the SEL. Therefore key meetings will take place at least once per half term between the SEL and each Headteacher or more frequently, dependent upon experience of the Headteacher, the performance of the school and the support required.

The Principal will report to the LGB on matters delegated to the LGB by the MAT Board. These meetings should focus on the six key elements from the table above and should take place one per half term, timing to be arranged to coincide with the meeting schedule to ensure agendas and papers reach the Clerk in good time for circulation to the LGB. The table below has been drawn up to support the Chair of the LGB and Principal in these meetings.

LGBs can organise sub-committees or linked bodies/Governors if they consider this helpful in managing their business.

### **4. Operating the Trust: building capacity and expertise**

The Trust's cultural approach to operating a MAT is to ensure that leadership capacity and capability is built from within and doesn't rely heavily on external 'professionals' to prop up schools or inform trustees of what is good/better or requires improvement.

To this end, the Trust will encourage its leaders in schools to work across schools and engender a culture of mutual support and development.

Headteachers may therefore take a cross-Trust responsibility as well as their individual school responsibility as a way of developing this approach and validating practice across a number of schools.

**School to school support** refers to the wider deployment of expertise and the sharing of best practice across schools fundamental to our growth and development.

We will actively seek to succession plan and develop our middle leaders as means of building capacity and validating practice in and across our schools. At present, school to school support is focussed on middle leadership development; a common data dashboard project using the MIS system used by all schools, internal Ofsted visits across schools, but is not limited to these initial projects being funded by the DfE Sponsor Capacity Fund and schools development fund.

**External Educational Professional(s):** Education Professional(s) will be responsible to the SEL and/or Chair of the Trust and will have a key role in supporting the Education Standards Committee in annually scrutinising performance data, providing in depth independent insight into each school's educational performance.

Senior leadership/educational professionals can be drawn externally from the education sector, or may be positions granted by the Trust to senior leaders in the Trust who have particular expertise or credibility (such as a National Leader in Education for example).

***Our business model: providing business process support to schools through Group Services***

Our business model is based on school leaders being able to focus on teaching, learning and assessment and the learner experience. To support this focus, back office services will be provided by the OCT Central team to support the schools and colleges in the OCT.

Schools in the MAT will benefit from a range of back office services that are supplied at cost to schools as the MAT grows and develops.

As the MAT grows and develops there is potential for the schools in the OCT to draw from SLA and or procured services relating to:

Trust operations; education strategy; policy development; corporate clerking services; finance; marketing & communications; HR; MIS, data support and analysis, property & estates.

This will allow school heads to access specialist support and expertise from a wide range of providers, whilst they are free to focus on the core business of teaching and learning.

Mechanisms will exist to demonstrate that services are provided at cost and remain competitive. Leaders across the Trust Services will work together to improve the cost effectiveness and service levels as these services to schools are enhanced and developed.

The OCT Board may seek to look for other ways it can build economies of scale as pressure on school funding increases by sharing posts or building strategies for sustainability.

***Periodic review of governance arrangements: review of performance of LGB***

The Trust Board will look at the extent to which the local governing bodies:

- Align with the vision and values of the Trust

- Contribute to the school's self-evaluation and understand of its strengths and weaknesses, including the impact of their own work
- Support and strengthen school leadership, including by developing their own skills
- Provide challenge and hold the head teacher and other senior leaders to account for improving the quality of teaching, pupils' achievement and pupils' behaviour and safety, including by using the data dashboard, other progress data, examination outcomes and test results
- Engage with key stakeholders
- Use the pupil premium and other resources to overcome barriers to learning, including reading, writing and mathematics.

***Periodic review of governance and service provision arrangements: review of performance of MAT board, SEL:***

An effective board will provide good governance and leadership by:

- Ensuring all parties understand their role
- Ensuring delivery of organisational purpose
- Working effectively both as individuals and as a team
- Exercising effective control
- Behaving with integrity
- Being open and accountable
- Ensuring that the business model of providing services is operating effectively

Performance appraisal for Trustees should be assessed through quantitative and qualitative measures:

- Quantitative: history of attendance at Board meetings and sub-committee meetings (where appropriate)
- Qualitative: assessed by means of 360-degree review by colleagues and with reference to the Code of Conduct.
- An annual skills audit completed by each Trustee
- An annual Trust Board self-review and follow up list of strengths and action plan to address any areas for development

***Frequency of meetings***

- Trust Board: two meetings per term plus at least one optional full day strategy session per year
- Audit and Resources Committee: six meetings per year
- Curriculum, Quality and Standards Committee: six meetings per year<sup>2</sup>
- SMSC and Christian Distinctiveness Committee – 3 times per year
- Appointments and Remuneration Committee: two meetings per year (and more often if required for appointments)
- Headteachers Executive Board: once per month
- LGB: at least one meeting per term.

***Organisation and Clerking:*** The Trust Board will nominate/commission via an SLA, an experienced clerk/clerks who will clerk the MAT board and its sub-committees including the LGBs. A calendar of meetings is organised to ensure that agendas for each meetings are organised around the calendar of the education year (academic results, budget setting etc).

### ***Work plan for the academic year for Trust Board, sub-committees and LGBs***

A standard work flow plan of business is in place for the Trust Board, its committees and the LGB's. It is the responsibility of the Trust Board chair, committee chairs and the LGB chairs, supported by the clerking service, to ensure that this pattern is followed and that the expected business and reporting from the principal is compliant with agreed practices, templates and timeframes.

### ***Skills Audit***

The appointed Trustees will have experience of Primary and Special Schools Governance; setting up new schools; being a head teacher /teacher in/of a successful school; legal matters; finance; business; restructuring; organisation growth; bidding; the Church; procurement and HR.

As Trustee (and Local Governor) positions become vacant, new appointees will be recruited through an open and transparent recruitment process and potential applicants will be interviewed and appointed by the SEL/Chair and presented to the Members of the Trust and Trustees as appropriate, depending on the vacant position. Recruitment will be based on the requirements of the Articles of Association and also the Governor Skills Audit provided by the National Governors Association (NGA). Where there is a 'skills deficit', efforts will be made to recruit new Trustees and Governors with those skills to ensure The Orchard Community Trust (OCT) has a Trust Board and Local Governing Bodies with the necessary range of skills and attributes. The NGA skills audit will also provide direction for targeted training opportunities so that Trustees and Governors are able to carry out their duties appropriately.

All new Trustees and Local Governors will go through an induction and training process whereby they will be given a clear indication of their responsibilities. It is vitally important that Trustees and Governors fully understand the workings of a Multi Academy Trust and its academies and the systems and processes designed to help improve performance. All training will be high quality and courses will be NGA accredited wherever appropriate. Governor training will be a 'line' in the Multi Academy Trust budget and will be provided on key areas including the Academies Financial Handbook and academy performance including the Ofsted inspection process and school performance data, plus relevant safeguarding and PREVENT requirements. Training will also be provided on such matters as the academy action plan and Self Evaluation (SEF). This will ensure that all Trustees and Governors are able to challenge and support performance improvement.

### **An Agreed Code of Conduct for Trust Board and Local Governing Boards**

This code sets out the expectations on and commitment required from school governors, trustees and academy committee members in order for the Trustee board and Local Governing Board to properly carry out its work within the school/s and the community. It applies to all levels of school governance.

Once approved by the Trust board and Local Governing Boards, the Code will apply to all governors/trustees/academy committee members.

**This Code should be read in conjunction with the relevant law and for academies, their articles of association and agreed scheme of delegation. It should be adapted as appropriate depending on the governance setting and level of delegation.**

## **The Governing Board has the following strategic functions:**

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, values, and objectives for the school(s)/trust
- Agreeing the school improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the lead executive/headteacher (where delegated)
- Monitoring the educational performance of the school/s and progress towards agreed targets
- Performance managing the lead executive/headteacher (where delegated)
- Engaging with stakeholders
- Contributing to school self-evaluation

Overseeing financial performance, by:

- Setting the budget

Monitoring spending against the budget

- Ensuring money is well spent and value for money is obtained
- Ensuring risks to the organisation are managed

## **As individuals on the Board, we agree to the following:**

### **Role & Responsibilities**

- We understand the purpose of the board and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the governing board when we have been specifically authorised to do so
- We accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the governing board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff,
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school/group of schools. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints, we will follow the procedures established by the governing board.

- We will actively support and challenge the executive leaders
- We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation;
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements;
- We agree to adhere to the school's rules and policies and the procedures of the governing board as set out by the relevant governing documents and law
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views;
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation

### **Commitment**

- We acknowledge that accepting office as a governor/trustee/academy committee member involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the governing board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the school/s well and respond to opportunities to involve ourselves in school activities.
- We will visit the school/s, with all visits arranged in advance with the senior executive leader/headteacher and undertaken within the framework established by the governing board.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a governor/trustee/academy committee member.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school's website.
- In the interests of transparency, we accept that information relating to governors/trustees/academy committee members will be collected and logged on the DfE's national database of governors (Get information about schools).

### **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors/trustees/academy committee members, the clerk to the governing board and school staff both in and outside of meetings.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.

- We are prepared to answer queries from other board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a governing board meeting.
- We will not reveal the details of any governing board vote.
- We will ensure all confidential papers are held and disposed of appropriately.

### **Conflicts of interest**

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the governing board's business in the
- Register of Business Interests, and if any such conflicted matter arises in a meeting, we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Business Interests will be published on the school/trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the school as a whole and not as a representative of any group, even if elected to the governing board.

### **Ceasing to be a Governor/Trustee**

- We understand that the requirements relating to confidentiality will continue to apply after a governor/trustee/academy committee member leaves office

### **The Seven Principles of Public Life**

Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

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

**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.



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

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.

**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.

**Honesty** – Holders of public office should be truthful

**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.

### **Breach of this code of conduct**

If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the Trust board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

Should it be the chair that we believe has breached this code, another Trust board member, such as the vice chair will investigate.

**Orchard Community Trust**  
**Curriculum, Standards and Quality Committee**  
**(A sub-committee of the OCT Trust Board)**

**Terms of Reference:**

**1. Constitution**

1.1. The Orchard Community Trust Board of Trustees has resolved to establish a Curriculum, Standards and Quality Committee to advise the Board on matters relating to the Trust's curriculum, quality, standards and performance.

1.2. The Committee is responsible to the Trust Board.

1.3. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

**2. Authority**

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

2.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

**3. Main Duties**

**3.1. To monitor and advise the Trust Board by written report each term on the following:**

3.1.1. Data on attainment and achievement for all of the Trust's academies;

3.1.2. School improvement work and leadership;

3.1.3. Overall performance of each of the academies;

3.1.4. Leadership standards;

3.1.5. Governance effectiveness

**3.2. To monitor and advise the Board on:**

3.2.1. The Trust quality improvement and intervention strategies and plans;

3.2.2. Special Educational Needs (SEN) and inclusion;

3.2.3. Partnership working;

3.2.4. Admissions;

3.2.5. Safeguarding arrangements;

3.2.6. Children Young People, family and Community engagement.

3.3. The Committee may use exception reporting in relation to receiving performance information to fulfil its detailed responsibilities. The Committee will receive a summary of positive performance to accompany exception reports.

## **4. Detailed Responsibilities**

### **4.1. Curriculum and Quality**

4.1.1. The Academies' statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social and cultural learning;

4.1.2. Extra-curricular activities;

4.1.3. The educational needs of the pupils attending the Trust's Academies;

4.1.4. The Trust's policies in relation to its Curriculum Statement;

4.1.5. To determine and update relevant strategies relating to the above.

### **4.2. Performance and Standards**

4.2.1. To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommend remedial actions where required in line with the School Improvement Plan.

### **4.3. Self-Assessment and Review**

4.3.1. To receive information on curriculum and quality issues for all the Trust's Academies;

4.3.2. To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Quality Improvement Plans and strategies;

4.3.3. To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each Academy.

### **4.4. Administration**

4.4.1. The Curriculum, Standards and Quality Committee will meet at least once per term. The Committee's Chair or any two Committee members may call a meeting.

4.4.2. The Curriculum, Standards and Quality Committee will consist of a minimum of three members of the Board. Members of the Committee are appointed annually. The Chair of the Board may be an ex officio member of the Committee.

4.4.3. Additionally, up to two external co-opted members with particular expertise may be appointed to the Committee by the Board of Directors. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of Committee members who are employees of the Trust (including the SEL) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights.

4.4.4. Other Board members shall also have right of attendance and may fully participate in meetings, though the Committee may wish to exclude Employee Directors.

4.4.5. The SEL will be an ex officio member of the Standards Committee as will the Head of School Improvement.

4.4.6. Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

4.4.7. The Chair of the Curriculum, Standards and Quality Committee will be appointed by and from the Board annually. The SEL or Head Teacher of an Academy may not act as Chair of the Committee. Any other employees of the Trust may also not act as Chair, other than in exceptional circumstances agreed by the Board. If the Chair is absent from a meeting the Board shall choose another Board member to act as Chair for that meeting.

4.4.8. The Curriculum, Standards and Quality Committee will be quorate if at least three members (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those members present are required to be Board members [in the event of there being co-optees on the Committee] and no more than 50% may be employees of the Trust.

4.4.9. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

4.4.10. Administrative support will be provided by the Clerk to the Board.

4.4.11. Agendas will be agreed in advance by the Chair of the Curriculum, Standards and Quality Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

4.4.12. Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.

4.4.13. The Curriculum, Standards and Quality Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

4.4.14. The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

**Agreed by Trust Board 28<sup>th</sup> February 2019**  
**To be reviewed in February 2020**

**Orchard Community Trust**  
**Audit & Resources Committee**  
**(A sub-committee of the OCT Trust Board)**

**Terms of Reference:**

**1. Constitution**

1.1. The Orchard Community Trust MAT Board of Trustees has resolved to establish an Audit & Resources Committee to advise the Board on matters relating to the Trust's finance and audit arrangements, systems of internal control and to advise and aid the Board's responsibility to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity.

1.2. The Audit & Resources Committee is responsible to the Trust Board.

1.3. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

**2. Authority**

2.1. The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation and delegated powers, including the academies assets, depreciation and removal of such items from the asset register.

2.2. The Audit & Resources Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Director, governor, employee, external audit, internal audit or other assurance provider.

2.3. The Audit & Resources Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Trust Board.

**3. Main Duties**

**3.1. The duties of the Audit & Resources Committee are to:**

3.1.1. Fulfil its responsibilities as set out in these Terms of Reference in line with the Academies Financial Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education.

3.1.2. Ensure sound management of the Trust's finances and resources, including human, physical and financial resources and proper planning, monitoring, probity and value for money. This also includes ensuring that the Trust promotes and encourages diversity and opportunity and has oversight of an effective workforce development and work life balance strategy for the Trust.

3.1.3. Advise the Trust Board on specific remuneration packages of the SEL and Headteachers to ensure that staff are fairly rewarded in relation to their individual contributions to the Trust's overall performance.

3.1.4. Demonstrate to the public that the pay of senior staff is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the Trust.

3.1.5. Advise the Board and Accounting Officer on the adequacy and effectiveness of the Trust's governance, risk management, internal control and value for money systems and frameworks. An annual report will be produced by the Audit & Finance Committee in this regard;

3.1.6. Advise the Board on the appointment, re-appointment, dismissal and remuneration of the external auditor;

3.1.7. Advise the Board on the need for and then, where appropriate, the appointment, reappointment, dismissal and remuneration of an internal auditor or other assurance provider;

3.1.8. Advise the Board on an appropriate programme of work to be delivered by independent assurance providers. This programme of work should be derived from the Audit & Resources Committee's regard of the key risks faced by the Trust, the assurance framework in place and its duty to report to the Board;

3.1.9. Ensure that the appraisal of the Headteachers' ensuring compliance with the Trusts Appraisal and Capability Policy.

#### **4. Detailed Responsibilities**

##### **4.1 Audit**

4.1.1. Ensure that where a full internal audit service is commissioned the service provider complies with the standards set by the Chartered Institute of Internal Auditors. This will mean the internal audit provider must conform to the Public Sector Internal Audit Standards;

4.1.2. Review the external auditor's annual planning document and approve the planned audit approach;

4.1.3. Receive reports (assignment reports, annual reports, management letters etc.) from the external auditor, internal auditor and other bodies, for example the EFA, and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Board or other committee for information or action;

4.1.4. Regularly monitor outstanding audit recommendations from whatever source and ensure any delays to agreed implementation dates are reasonable;

4.1.5. Establish and monitor KPIs with regard to the performance of the external auditor, internal auditor or other assurance provider;

4.1.6. Review the Trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately;

4.1.7. Consider any additional services delivered by the external auditor, internal auditor or other assurance provider and ensure appropriate independence is maintained;

4.1.8. Ensure appropriate cooperation and coordination of the work of the external auditor and internal auditor;

4.1.9. Meet with the external auditor and internal auditor or other assurance provider, without management present, at least annually.

4.1.10. Ensure that meetings for the Headteachers Appraisal are carried out in compliance with the Trust's Appraisal and Capability Policy.

## **5 Finance**

5.1.1 Subject to the detailed requirements of the Academies Financial Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider and advise the Trust Board on the following specific matters:

5.1.1.1 The annual estimates of income and expenditure and financial forecast for the Trust and its Academies;

5.1.1.2 The monitoring of revenue finances of the Trust and its Academies and advising the Trust Board on progress to achieving its financial objectives;

5.1.1.3 Monitoring of policies relating to finance, staffing and buildings, including Health and Safety, capitalisation, depreciation, treasury management, investment and borrowing;

5.1.1.4 The acquisition or disposal of land to be used by the Academies;

5.1.1.5 The financial elements of the Risk Management Policy including Health and Safety, buildings and insurance;

5.1.1.6 The management accounts of the Trust, and to advise the Trust Board on the year end accounts;

5.1.1.7 Strategic matters with financial implications concerning sponsorship of Academies;

5.1.1.8 The Financial Regulations, to be reviewed on an annual basis;

5.1.1.9 To consider any relevant legal and contractual documentation operating within the Articles of Association, Scheme of Delegation, Funding Agreement and Financial Regulations;

5.1.1.10 To monitor policies in relation to non-educational services such as Human Resources, publicity and marketing and to agree changes as necessary;

5.1.1.11 To monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Trust Board on the effectiveness of such resources.

## **6 Remuneration**

6.1.1 The committee shall advise the Trust Board on the remuneration packages of the SEL and in doing so shall consider the following component elements:

6.1.1.1 Basic salary;

6.1.1.2 Pension provisions;

6.1.1.3 The main terms and conditions of the SEL's service Agreement, with particular reference to the notice provisions.

6.1.1.4 The committee shall evaluate annually the specific remuneration package for the SEL, against pre-established performance goals and objectives and an appropriate peer group.

6.1.1.5 The Committee shall receive a report from the SEL on the performance management process for Headteachers.

6.1.1.6 The Committee shall receive a report from the Chair of the Trust Board on the performance of the SEL

6.1.1.7 The Committee will review and assess performance targets, goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

6.1.1.8 The Committee shall advise the Trust Board of any compensation (including augmentation of pension benefits) which may be payable in the event of early termination of the employment of the SEL, Headteachers or any senior member of staff with the broad aim of: avoiding rewarding poor performance and dealing fairly with cases where early termination is not due to poor performance.

6.1.1.9 The Committee shall routinely review and approve any changes to the job description of the SEL, and ensure this happens whenever the configuration, makeup and membership of the Trust changes.

6.1.2 The committee shall also hold oversight of the pay and conditions of service of all employees of the Trust, including any appropriate pension requirements.

## **7. Administration**

7.1 The Audit & Finance Committee will meet at least once per term. The Chair or any two members may call a meeting.

7.2. The Audit & Finance Committee will consist of at least three members of the Board. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Board. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of Committee members who are employees of the Trust (including the SEL) would exceed one third of the Committee. Co-



opted members of the Committee will have full participation rights. At least one of the members should have relevant financial experience. The Chair of the Trust Board cannot be a member of the Audit & Finance Committee.

7.3. Other Board members shall also have right of attendance and may fully participate in meetings, though the Committee may wish to exclude Employee Trustees, if relevant to the Trust's policy.

7.4. The SEL and CFO will be ex officio members of the Audit & Finance Committee. The SEL and CFO will be excluded when pay matters relating to the SEL are to be considered.

7.5. Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

7.6. The Chair of the Audit & Resources Committee will be appointed and from the Board annually and will not be a member of any other committee. The SEL or Head Teacher of an Academy may not act as Chair of the Committee. Any other employees of the Trust may also not act as Chair, other than in exceptional circumstances agreed by the Board. If the Chair is absent from a meeting the Board shall choose another Board member to act as Chair for that meeting.

7.7. The Audit & Resources Committee will be quorate will be quorate if at least two members (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those members present are required to be Board members [in the event of there being co-optees on the Committee] and no more than 50% may be employees of the Trust.

7.8. The Accounting Officer, Chief Finance Officer and other members of the Trust's staff may be invited to attend, but will have no voting rights.

7.9. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

7.10. Administrative support will be provided by the Clerk to the Board. However, the Clerk can be requested to withdraw from that part of any meeting where information of a highly sensitive or confidential nature is being discussed, with one of the committee members will act as a temporary Clerk to minute the proceedings of the committee or a deputy may attend.

7.11. Agendas will be agreed in advance by the Chair of Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

7.12. Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.

7.13. The Audit & Resources Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

7.14. The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall first happen).

7.15. The Board must not add to these terms of reference responsibilities that require the Audit & Finance Committee to adopt an executive role, or its members to offer professional advice to the Board. The Audit & Finance Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Governors and co-optees and only within their terms of reference.

**Agreed by Trust Board 28<sup>th</sup> February 2019**

**To be reviewed in February 2020**

## **Orchard Community Trust**

### **SMSC and Christian Distinctiveness Committee**

#### **(A sub-committee of the OCT Trust Board)**

#### **Terms of Reference:**

##### **1.0. Responsibilities**

The main function of the committee is to support, advise, monitor and challenge on matters relating to the distinctiveness and effectiveness of St. Mark's CE Primary School as a church school and to ensure that the RE curriculum and SMSC work done in the other MAT schools is effective and appropriate and the impact which this has on the pupils and whole school community, in particular:

1.1. The relationship between the school and St. Mark's church.

1.2. The development of joint projects between school and church such as a shared charity, activities and community work/activities.

1.3. The relationship between the school and the local, national and global communities.

1.4. The impact of collective worship on the school community.

1.5. The effectiveness of religious education in all schools.

1.5. The impact of school values and, at St. Mark's, Christian values within the curriculum and the wider life of the school particularly in pupils' spiritual, moral, social and cultural development.

1.6. The way in which St. Mark's school makes provision for the future leadership of church schools.

1.7. The way in which the Christian character of St. Mark's school is monitored and evaluated in terms of its impact on pupils, staff, parents and the wider community.

1.8. To make recommendations to the Governing Body on relevant policy matters in preparation for the Statutory Inspection of Anglican and Methodist Schools at St. Mark's and for OFSTED inspection at all of the schools.

##### **2.0. Administration**

2.1. The SMSC and Christian distinctiveness Committee will meet at least once per term. The Committee's Chair or any two Committee members may call a meeting.

2.2. The SMSC and Christian distinctiveness Committee will consist of a minimum of three members of the Board. Members of the Committee are appointed annually. The Chair of the Board may be an ex officio member of the Committee.

2.3. Additionally, up to two external co-opted members with particular expertise may be appointed to the Committee by the Board of Directors. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of Committee members who are employees of the Trust (including the SEL) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights.

2.4. Other Board members shall also have right of attendance and may fully participate in meetings, though the Committee may wish to exclude Employee Directors.

2.5. The SEL will be an ex officio member of the SMSC and Christian distinctiveness Committee as will, where appointed, the Head of School Improvement.

2.6. Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

2.7. The Chair of the SMSC and Christian distinctiveness Committee will be appointed by and from the Board annually. The SEL or Head Teacher of an Academy may not act as Chair of the Committee. Any other employees of the Trust may also not act as Chair, other than in exceptional circumstances agreed by the Board. If the Chair is absent from a meeting the Board shall choose another Board member to act as Chair for that meeting.

2.8. The SMSC and Christian distinctiveness Committee will be quorate if at least three members (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those members present are required to be Board members [in the event of there being co-optees on the Committee] and no more than 50% may be employees of the Trust.

2.9. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

2.10. Administrative support will be provided by the Clerk to the Board.

2.11. Agendas will be agreed in advance by the Chair of the SMSC and Christian distinctiveness Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

2.12. Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.

2.13. The SMSC and Christian distinctiveness Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

2.14. The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

**Agreed by Trust Board 21<sup>st</sup> November 2019**  
**To be reviewed in November 2020**

# **Orchard Community Trust**

## **Remuneration and Review Committee**

### **(A sub-committee of the OCT Trust Board)**

#### **Terms of Reference:**

##### **1. MEMBERSHIP**

1.1 The membership of the Remuneration and Review Committee shall consist of the Chair and Vice Chair of the Board and 1 or 2 members as elected by the Trust Board, and should be members of the Standards and Quality or Finance Committees. There shall be a maximum of 4 members and minimum of 3.

1.2 Members of the Remuneration Committee shall be appointed by the Board of Trustees and membership reviewed annually.

1.3 The Chair of the Board shall be the Chair of the Remuneration Committee.

1.4 The Senior Executive Lead (SEL) may be a member of the Committee only when remuneration or performance of the SEL is not being considered. Any other employee shall not be a member of this Committee.

1.5 An independent adviser shall be appointed for the performance appraisal of the Senior Executive Lead together with members of the Remuneration and Review Committee and Chief Finance Officer, together with the SEL, Chair and one other member of the Remuneration and Review Committee.

##### **2. ACCOUNTABILITY AND PURPOSE**

2.1 The Remuneration and Review Committee (The Committee) is responsible to the Board of Trustees. The main purpose of the Committee is to be responsible for assessing the effectiveness of the Senior Executive Lead in the context of the established strategic priorities of the Trust and reviewing their remuneration in the light of this, and the process of review for other core staff members in conjunction with the SEL.

2.2 The Chair of the Committee will be responsible for giving an oral summary of the Committee's deliberations where necessary at meetings of the Board.

2.3 The Committee will deal with such remuneration matters as may from time to time be referred to the Committee for consideration or approval.

2.4 The Committee has the authority to investigate any activity within its terms of reference.

2.5 The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit and all officers of the Trust shall be directed to co-operate with any request made.

2.6 The Committee will also review its own effectiveness and these terms of reference on an annual basis and report any outcome and make any recommendations to the Trust Board.

2.7 A clear schedule of work will be established and agreed by the Committee and included in the Board's forward plan.

### **3. RESPONSIBILITIES OF THE COMMITTEE**

3.1 The recruitment and recommendation for the appointment of the Senior Executive Lead (SEL) as required

3.2 To recommend the pay of the CEO to the Board.

3.3 To carry out the performance appraisal of the Chief Executive Officer, including:

- The consideration of the CEO's achievement of the previous year's key objectives;
- The agreement of objectives for the following year and how these will be measured;
- The recommendation to the Board of an overall rating of the SELs performance for the past year.
- Determination of whether the outcome of the appraisal meets the criteria for a pay progression within criteria determined by the Trustees through their committee structure as appropriate.

3.4 To select an independent, skilled and experienced adviser to advise the Committee when undertaking the appraisal of the SEL.

3.5 To take advice from the external adviser when agreeing objectives and reviewing the SEL's performance.

3.6 To approve any performance pay increases for executive posts recommended by the SEL.

3.7 To quality assure the performance appraisal and development system for central staff by reviewing an anonymised completed performance, appraisal and development form annually.

### **4. MEETINGS AND QUORUM**

4.1 The Committee shall meet at least twice each year to consider matters arising from its terms of reference, or matters placed on the agenda at the request of the Board of Trustees or of the Chair or any member of the Committee. Further meetings may be convened as required.

4.2 In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

4.3 The Committee may invite attendance at meetings from persons who are not Directors or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

4.4 The quorum for meetings shall be 3 members.

4.5 A register of attendance shall be kept for each Committee meeting, reported to the Company Secretary and published annually.

4.6 All meetings shall be conducted to an agenda approved by the Chair.

4.7 The agenda of each meeting shall be prepared by the Chair and circulated together with all relevant agenda papers to all members of the Committee normally at least seven days before each meeting.

4.8 Trustees should ensure that any pecuniary or conflicts of interest are declared at each meeting by everyone present.

4.9 Matters of a sensitive or confidential nature are likely to be discussed at all meetings of this Committee and all agendas will therefore be confidential. Details and papers of such agendas shall not be circulated unless the circumstances which caused them to be considered sensitive or confidential no longer pertain.

## **5. REPORTING PROCEDURES**

5.1 The Chair will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The Clerk or Administration Assistant do not act as clerk to this Committee due to the nature of its responsibilities.

5.2 The minutes of each meeting shall be circulated to members of the Committee only and held by the Chair of the Committee.

**Agreed at Trustee Board Meeting on  
Date of Review – July 2020**



**Orchard Community Trust  
TRUSTEE VISIT RECORD**

<b>NAME OF SCHOOL</b>	
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<b>NAME OF TRUSTEE:</b>	
<b>NAME OF MEMBER OF STAFF VISIT COMPLETED WITH:</b>	
<b>DATE:</b>	
<b>TRUST PRIORITY:</b>	

<b>FOCUS: MAIN REASON FOR VISIT, AREA / TOPICS DISCUSSED / STUDIED:</b>	
<b>SUMMARIES OF ACTIVITIES, SUCH AS- LESSON DROP-INS, WORK SCRUTINIES, TALKING TO STAFF / PUPILS, LOOKING AT RESOURCES/ATTENDING CPD. /DISCUSSION ABOUT SMSC/RE/CHRISTIAN DISTINCTIVENESS</b>	
<b>WHAT ARE THE CURRENT STRENGTHS?</b>	
<b>WHAT ARE THE IDENTIFIED AREAS FOR DEVELOPMENT?</b>	
<b>HOW ARE AREAS FOR DEVELOPMENT BEING ADDRESSED? WHAT ARE THE FUTURE PLANS?</b>	
<b>ASPECTS I WOULD LIKE CLARIFIED/QUESTIONS THAT I HAVE:</b>	
<b>ACTIONS FOR THE TRUST BOARD TO CONSIDER:</b>	



<b>ANY OTHER COMMENTS:</b>	
<b>DATE OF NEXT MEETING</b>	

**SIGNED (TRUSTEE):**..... **SIGNED (HEADTEACHER):**  
.....