



# GREENWOOD ACADEMIES TRUST

## **GAT Organisational Structure and Governance**

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## 1. Structure of the Trust's Financial Regulations

- 1.1 The Trust's Financial Regulations comprise various elements, and it is essential that all staff across the Trust involved in any aspect of finance are familiar and compliant with each element.

Each document within these regulations is subject to a review and approval at least every two years, unless a different timeline is separately agreed.

- 1.2 The Trust's Financial Regulations comprise:

### 1.2.1 Tier 1: Overview documents approved by the Trust Board:

- Organisational Structure and Governance (this document), including Matrix of Key Responsibilities (appendix 12) & Scheme of Delegation (appendix 13)
- Trustee Expense Policy
- Audit Charter
- SEN and Disability Policy
- Safeguarding Policy
- Whistleblowing Policy
- Anti-fraud Policy
- Admission Arrangements
- Risk Management Policy, Strategy and Plans

### 1.2.2 Tier 2: Policy Documents:

All Trust Policies (with the exception of those classified above as Tier 1 documents) will be approved by the most appropriate committee (Finance, People or Standards & Inclusion).

### 1.2.3 Tier 3: Procedures, Processes and other Operational documents approved by Trust Directors.

These are defined and managed by each of the Trust Directors for their area of responsibility:

- Finance Director
- Senior HR Director
- Operations Director
- IT Director
- Education Directors

## 2. Significance of the Trust's Financial Regulations

- 2.1 Academies must develop and maintain sound systems of financial control which conform to the requirements both of propriety and of good financial management. It is essential that these systems operate properly to meet the requirements of the Master Funding Agreement and Supplementary Funding Agreements for each Academy that have been contractually agreed between Greenwood Academies Trust (GAT) and the Department for Education (DfE).

- 2.2 These Funding Agreements require the Trust and its Academies to comply with the principles of financial control outlined in the latest version of the Academies Financial Handbook.

- 2.3 The Financial Regulations should be read by all staff throughout the Trust that are involved with financial systems. Should any difficulties arise regarding the interpretation or application of any of these Financial Regulations then the advice of the Deputy Chief Executive or the Finance Director must be sought before acting.

- 2.4 If for any reason these Financial Regulations are not complied with, full details of the non-compliance and any justification for this and the circumstances around the non-compliance may be reported to the next formal meeting of the Audit Committee for referring action or ratification. All members of the Trust Board and all staff have a duty to disclose any non-compliance with these Financial Regulations to the Finance Director as soon as possible.
- 2.5 Failure to comply with the Trust's Financial Regulations is a disciplinary matter that could result in dismissal.

### **3. Organisational Structure**

- 3.1 The Trust has established a clear organisational structure with identified lines of accountability and reporting for all its operations (see diagram in Appendix 3). This includes defining the responsibilities of the Trust Board and those delegated to its committees and each person involved in the management and administration of finances within the Group, in order to avoid the duplication or omission of functions and to provide a framework of accountability for members of the Trust Board and staff. This reporting structure and financial responsibilities are outlined below

The Trust has a code of practice for the efficient and effective operation of the Trust Board and Committee meetings, and this is contained in Appendix 9.

- 3.2 The Greenwood Dale Foundation Trust (GDFT) is the legal entity which promotes and sponsors Academies within the Group. The GDFT, through its Directors, can appoint Members (shareholders) and five Trustees (Directors) to the Greenwood Academies Trust (GAT), which effectively means that it is the 'parent' company of GAT. Both GDFT and GAT are constituted as charitable companies limited by guarantee, and must comply with the requirements of the Companies Acts, Charity and education law.

#### **Chair and Vice-Chair to the Trust Board**

The Chair and Vice-Chair of the Trust Board are important roles for the Trust and, per the Articles, need to be appointed each academic year. Any Trustees who are also employees of GAT are not eligible for election. The process for the election of these posts, and the Chairs of the committees, is outlined in Appendix 10.

#### **The GAT Trust Board**

- 3.3 GAT's charitable Objects include "to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools ("the Academies") offering a broad and balanced curriculum..... GAT exercises its powers to further these Objects, which in practice means that GAT:

- is the employer of all staff in all Academies, the Central Team and its subsidiary companies;
- holds or controls all the assets of all the Academies and subsidiary companies;
- holds and manages the finances for the Group, all its Academies and subsidiary companies;
- enters into all the requisite legal agreements to enable the establishment of its subsidiary companies and the opening and subsequent operation of all Academies within the Group, including Funding Agreements and leases for land and buildings; and
- acts as the single Trustee for the Experian Nottingham Academy Fund.

- 3.4 The Greenwood Academies Trust manages its Academies through the Trust Board, which is the equivalent to the Governing Body of a single Academy. The main responsibilities of GAT, as the Governing Body, are prescribed in the Master Funding Agreement between GAT and the DfE together with each Supplemental Funding Agreement that relates to each Academy within the Group. These Funding Agreements have various conditions in relation to the receipt of grant funding from the ESFA, including compliance with the requirements of the Academies Financial Handbook.
- 3.5 The powers and responsibilities reserved for the Trust Board (**Scheme of Reservation**) include:
- determining any matter, for which it has delegated or statutory authority, it wishes in full session in accordance with its charitable Objects, statutory powers and Articles of Association;
  - approval of Tier 1 of the Financial Regulations and suspension of or amendments to them, including approval of a Scheme of Delegation of powers from the Trust Board to committees and officers;
  - establishment of committees for Finance, Audit, People, Standards & Inclusion, election of their members and approval and review of their terms of reference and membership on an annual basis;
  - establishment of Academy Advisory Councils and approval and review of their terms of reference on an annual basis;
  - ratification of urgent decisions taken by the Chair and Chief Executive;
  - ratification or otherwise of recommendations by committees that don't have executive powers;
  - appointment, appraisal, discipline and dismissal of the Chief Executive;
  - review and acceptance of the Medium Term Financial Plans;
  - approval annually of the Group's Business Strategy;
  - approval of the annual budget and material changes to it as proposed by the Finance Director through the year, including future spending priorities;
  - approval of new Academy projects and associated budgets;
  - appointment and re-appointment of the Group's External Auditor;
  - approval of the Trust's annual report and statutory accounts (and those of its subsidiary companies);
  - receiving the annual management letter(s) and governance report(s) of the External Auditor and agreement of proposed action;
  - approval of the internal assurance arrangements for the Group;
  - approval of the Group's risk management policy, strategy, annual Risk Management Plans, processes and procedures, including its risk appetite and tolerance;
  - continuous appraisal of the affairs of the Group, its Academies and subsidiary companies by means of the provision of reports to the Trust Board as may be required from Executive Directors, committees and officers of the Trust and external parties;
  - requiring and receiving the declaration of Trust Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration;
  - ensuring that funds from sponsors are received in accordance with any associated Trust Deed, and are used only for the purposes intended;

- ratification of proposals for the acquisition, disposal or otherwise legal change of use of land and/or buildings;
  - authorising use of the company seal.
- 3.6 The Trust Board has delegated some of its responsibilities for day to day management to officers of GAT and to its committees. Day to day responsibility for running the Group is delegated to the Chief Executive. The powers and responsibilities delegated to key committees and an overview of the responsibilities of key individuals in the organisation are outlined in the following sections of this document, and further analysed in the matrix shown in appendix 12. The detailed roles and responsibilities of these individuals are not covered in this document but further detail is contained within their individual job descriptions.

### **Chairs of Committees of the Trust Board**

- 3.7 The Scheme of Delegation, Matrix of Key Responsibilities and various Trust policies identify the instances where approval is needed by a specific Committee. Where it is not practical for the Committee to meet to make such a decision, the Chair of the relevant Committee has the authority to make the decision on behalf of that Committee. When such a delegation is used the decision must be reported back at the next Committee meeting, including the specific reason why it was not practical for the decision to be made by the Committee.

### **Academy Advisory Councils**

- 3.8 The Academy Advisory Councils (one for each Academy) are committees of the Trust Board, which approves their terms of reference. The main responsibilities of the Academy Advisory Councils are documented within its Terms of Reference, as shown in Appendix 8.

The Chair of each Academy Advisory Council shall ensure that minutes are submitted to the Education Directors and are signed at the next meeting to confirm their accuracy. The Education Directors will in turn provide a termly summary paper to the Standards Committee, who in turn will report to the Trust Board.

### **Internal Assurance Team**

- 3.9 The Trust has established an internal Assurance Team, and this team has a functional reporting line into the Finance Director, with a direct right of access to the Chair of the Audit Committee and the Chief Executive. The Audit Committee Chair and the Principal Internal Auditor will meet on a sufficiently regular basis to discuss the outcome of assurance work that has been performed.
- 3.10 The role, purpose, responsibilities, authority and access rights of the internal Assurance Team are detailed in the Audit Charter. The Audit Charter is a Tier 1 document within the Financial Regulations and requires Trust Board approval.
- 3.11 The assurance programme provides independent oversight and on-going assurance to the Trust Board, via the Audit Committee, through an agreed programme of checks centrally and at each Academy. This programme is designed annually by the Principal Internal Auditor in conjunction with senior management, each committee and Trust Board. The programme is designed to review specific internal control objectives, which are described in the Audit Charter.

### **Chief Executive**

- 3.12 Within these Financial Regulations, it is acknowledged that the Chief Executive is ultimately accountable to the Trust Board and, as the Accounting Officer, to the Secretary of State for Education and to Parliament for ensuring that the Trust Board

meets its obligations for the proper stewardship and use of the public funds and assets entrusted to it and to perform its functions within the available financial resources and in accordance with relevant Funding Agreements. The Academies Financial Handbook sets out the responsibilities conveyed on the Chief Executive in this respect.

- 3.13 As noted previously, the day to day responsibility for running the Group is delegated to the Chief Executive. The Chief Executive has overall executive responsibility for the Trust's activities, is responsible to the Chair and the Trust Board for ensuring that its financial obligations are met and has overall responsibility for the Trust's system of internal control.
- 3.14 The Chief Executive is also specifically responsible for the approval of any proposals for ensuring the quality, standards, performance and development of teaching and educational services provided by the Trust and its Academies, having regard to any guidance issued by the DfE and relevant professional bodies
- 3.15 The Chief Executive may delegate his detailed responsibilities but remains accountable for the Group's financial activities and overall system of internal control, including:
- ensuring regularity and propriety
  - prudent and economical administration
  - avoidance of waste and extravagance
  - efficient and effective use of available resources, and
  - the overall organisation, management and staffing of the Group.
- 3.16 The Chief Executive delegates much of the day to day financial responsibility to the Deputy Chief Executive and Finance Director but the Chief Executive still retains responsibility for:
- recommending to the Trust Board the annual budgets and Medium Term Financial Plans;
  - ensuring income and expenditure remains within budget for the Group as a whole;
  - approvals as identified as being reserved for Chief Executive in the Scheme of Delegation; and
  - ensuring delegated responsibilities are monitored.
- 3.17 The Chief Executive shall ensure that all members of the Trust Board, employees and all new appointees have access to and are put in a position to understand their responsibilities within these Financial Regulations.

### **Deputy Chief Executive**

- 3.18 The Deputy Chief Executive works in close collaboration with the Chief Executive through whom he is responsible to the Trust Board. The Deputy Chief Executive retains responsibility for:
- delivery, quality and standards for all non-educational support structures (with the exception of HR, which remains the responsibility of the Chief Executive), including the responsibilities held by the following Directors:
    - Finance Director
    - Operations Director
    - IT Director;
  - delivery of Personal Development and Welfare functions, including line management of the Safeguarding Manager, for the Trust and its academies;

- delivery, quality and standards of the following areas, supported by other members of Central Team staff:
  - Group risk management processes and the Trust's Risk Register
  - the overall project management of new Academy projects
  - providing an Emergency Planning support function to Academies
- appointing the Trust's legal advisors and ensuring compliance with relevant laws and legal requirements;
- developing bids for new Academy projects, in conjunction with the Chief Executive;
- providing strategic and operational risk management guidance and support to the Trust Board, GAT Central Team and individual Academies;
- approvals as identified as being reserved for Deputy Chief Executive in the Scheme of Delegation; and
- ensuring delegated responsibilities are monitored.

The key responsibilities of each of the Executive Directors are described below. These Directors are also responsible for developing annual business plans that contribute to the delivery of the Trust Strategic Plan.

### **Finance Director**

- 3.19 The Finance Director has overall day to day responsibility for the financial management and financial accounting of the Trust, its Academies and subsidiary companies, and as such is the Trust Chief Financial Officer (as defined in the Academies Financial Handbook). The Finance Director works closely with the Deputy Chief Executive and is supported in his role by a Central Finance Team to whom he may delegate responsibilities.

This role includes responsibility for performing the duties which would be within a Company Secretary role for the Group, including the role of Clerk to the Trust Board. The Finance Director is supported in fulfilling these responsibilities by the Trust Governance Manager.

### **Senior HR Director**

- 3.20 The Senior HR Director supports the Chief Executive and Deputy Chief Executive as the Group-lead on all HR and pay related issues. The Senior HR Director oversees the Group's HR and Payroll functions, through which may be delegated the day to day responsibilities.

### **Operations Director**

- 3.21 The Operations Director reports to the Deputy Chief Executive and is the Group-lead on all Procurement, Catering, Health and Safety, Estates Management, Media and Project Management. The Operations Director may delegate the day to day responsibilities for these to the Operations Team members.

### **Procurement**

- 3.22 The Procurement team report to the Operations Director and set the purchasing policies and procedures for the Trust, provide training and support to Academy staff in the implementation of these policies, and monitor adherence. In addition they will perform certain procurement exercises for the Central Team and Academies.



## **Catering**

- 3.23 The Catering team report to the Operations Director and lead and manage the catering provision for all academies, ensuring compliance with relevant legislation and providing appropriate support and guidance to academy staff.

## **Health and Safety**

- 3.24 The Health and Safety Manager reports to the Operations Director and provides a full Health and Safety support function, including the provision of advice, guidance and training, conducting risk assessments, accident reporting and investigations, and conducting audits and inspections on all sites.

## **Project Management**

- 3.25 The Project Administration Manager reports to the Operations Director and coordinates the project management activities for all significant Trust programmes. This includes the setting and monitoring of project plans and the reporting to senior management (such as progress against timelines, risks and issues).

## **Estates Management**

- 3.26 The Estates Manager reports to the Operations Director and provides support and advice to Academies across the Trust in relation to the maintenance and repair of Trust property to ensure that Academies have a regime of planned maintenance that satisfies legal requirements, including information on the likely annual lifecycle costs for inclusion in the budget setting process;

## **IT Director**

- 3.27 The IT Director is responsible for ensuring the Group's IT systems are robust, secure, safe, resilient, scalable and responsive. The IT Director is also accountable for ensuring that the Trust's IT technical architecture is stable, based on industry standards, and is developed within a sustainable environment. The IT Director is supported by a team of IT staff, to whom responsibilities may be delegated.

## **Education Directors**

- 3.28 The Education Directors are responsible for the educational outcomes of the Trust. This responsibility is delivered through direct and indirect (via Senior Education Advisors) line-management of Academy Principals.

Education Directors are responsible for overseeing, quality assuring and supporting all Academies assigned to them, and for ensuring that the Greenwood Academies Trust's vision, strategic aims and ethos are embedded in all Academies and that its targets are met. The Education Director for Secondary is responsible for ensuring the combined reserves of the Secondary Academies do not fall below the level required by the Reserves Policy, and the Education Director for Primary is responsible for the same for the combined reserves of Primary Academies. The Education Directors report directly to the Chief Executive.

## **Senior Education Advisors**

- 3.29 The Senior Education Advisors report to the Education Directors and are responsible for providing support, advice and direction to Academy Principals.

### **Academy Principals**

- 3.30 Academy Principals are responsible for the provision of a full learning experience and support for pupils, and for carrying out the professional duties of a Headteacher as provided for under the relevant sections of the School Teacher's Pay and Conditions Document. They provide the vision and professional leadership to secure high quality education and high standards of achievement for all pupils, through the implementation of Greenwood Academies Trust's vision, strategic aims, ethos and policies within their Academy / School. Academy Principals report directly to Education Directors or Senior Education Advisors. Principals are responsible for managing the budget of their academy and for maintaining the required level of reserves per the Reserves Policy.

### **Finance Managers**

- 3.31 Each Academy has a named 'Finance Manager' who is the lead officer at each Academy, responsible for managing the schools day to day financial management and accounting systems, and for setting up and maintaining sound local financial procedures and controls. In practice, this role may be performed by officers with different job titles (see definitions in Appendix 2). In some cases Finance Manager roles operate across a region, taking responsibility for the finances of more than one academy.

Finance Managers are line-managed by the Academy Principal or Senior Education Adviser, but are also professionally accountable to the Finance Director.

### **Other Officers**

- 3.32 Other officers of the Trust, primarily budget holders, will have some financial responsibilities and these are detailed within the Financial Regulations Policies. The Scheme of Delegation (see appendix 13) also provides further details and clarity on the split of various financial responsibilities.

### **Registers of Interests**

- 3.33 It is important for anyone involved in spending public money to demonstrate that they do not benefit personally from the decisions they make. To avoid any misunderstanding that might arise, all Trust Board members, officers within the Central Team, Academy Advisory Council representatives and all other officers with significant financial or spending powers are required to declare all business and financial interests they have in companies or individuals from whom the Trust, its Academies and subsidiary companies may purchase goods or services. These requirements are covered in the Avoidance of Gain Policy and the Conflicts of Interest Policy.

### **Data Protection Officer (DPO)**

- 3.34 The Trust has appointed a Data Protection Officer, who has a functional reporting line into the Finance Director, with a direct right of access to the Chair of the Audit Committee and the Chief Executive. The role and responsibilities are defined by the job description of the DPO and objectives agreed with their line manager.

## **Key Standards**

The following key standards for financial administration should apply to the Trust, its Academies and subsidiary companies:

- **Responsibilities -** the responsibilities of all personnel should be clearly defined, documented and allocated.
- **Organisation -** there should be a clear organisational structure with identified lines of accountability and reporting for all operations.
- **Control Principles -** financial systems should include adequate controls to ensure transactions will be properly processed and that errors will be prevented or detected promptly.
- **Accounting System -** arrangements should be made to maintain proper accounting records which should be appropriately protected against unauthorised modifications, destruction, disclosure or loss whether by accident or intention.
- **Cash and Banking -** the arrangements for cash handling and the operation of bank accounts should be properly controlled and bank balances should be regularly reconciled to accounting records.
- **Payroll -** there should be efficient and effective procedures for the administration of personnel matters, including payroll.
- **Purchases -** purchasing activities should be effectively controlled and designed to achieve the best value for money.
- **Income -** all income due should be identified and all monies received should be receipted, recorded and banked promptly.
- **Assets -** stock, stores and other assets should be recorded, and adequately safeguarded against loss or theft.
- **Computer Systems -** information held on computer systems should be properly protected, regularly backed-up and access should be restricted to authorised personnel.

These key standards are expanded upon in the Academies Financial Handbook and form the basis for the Financial Regulations.

**Definitions and Interpretation**

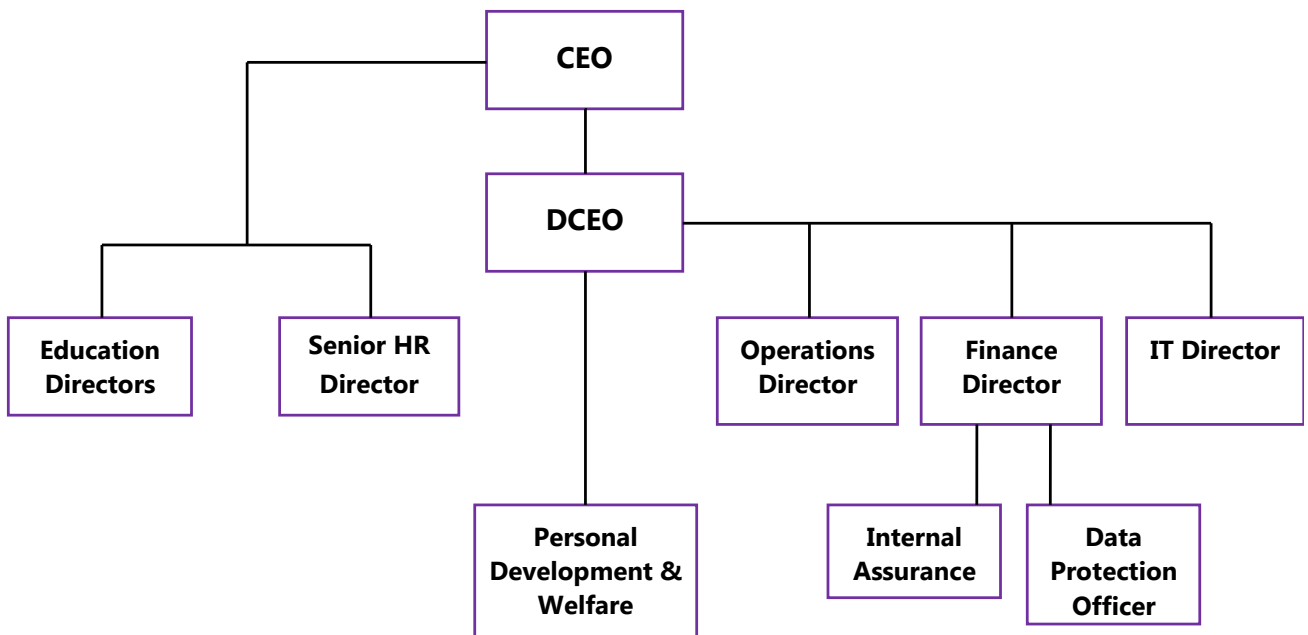
**The following terms used throughout the Financial Regulations have the followed meanings:**

Accounting Officer	Means the officer responsible for the proper stewardship of the public funds and assets entrusted to the Trust and its Academies. For GAT this is the Chief Executive, who is accountable to the Board, Parliament and the Secretary of State for Education.
Internal Assurance	Means the provision of an independent opinion or statement, based on the evaluation and testing of systems, process and controls, or any area under review. Auditors can only provide reasonable, but not absolute, assurance.
Board	Means the Chairman, Non-executive and Executive Directors of GAT collectively as a body (also referred to as the Trust Board). Responsible for the overall governance of the Group including its vision, values, policy development and strategic planning, financial and resource management, setting quality standards, performance monitoring and compliance with legal requirements.
Budget Holder	Means an Executive Director, or other officer, with delegated authority to manage finances (income and expenditure) for a specific area of the organisation.
Chair	Means the person appointed to lead the Board and to ensure that it successfully discharges its overall responsibilities for the Group. The expression “Chair of the Trust” shall be deemed to include the Vice Chair of the Trust if the Chair is absent or is otherwise unavailable.
Committee	Means a committee appointed by the Trust, such as the Finance Committee.
DfE	Means the Department for Education and / or the Secretary of State for Education.
ESFA	Means the Education and Skills Funding Agency, which is responsible for capital & revenue funding systems and delivery of capital programmes
External Auditor	The person / company appointed by the Trust to provide an opinion on whether the Trust’s financial statements give a “true and fair view” and have been prepared in accordance with generally accepted accounting practice, company and charity law, and the requirements of the DfE.
Financial Regulations	The collective set of documents that describe the requirements that must be adhered to in order to be compliant with the Group’s finance requirements and that are listed in section 1.2 of this document.
Group	Means the Trust, its Academies and subsidiary companies collectively as a whole.

Finance Manager	Means the lead officer at each Academy responsible for managing the school's day to day financial management and accounting systems, and for setting up and maintaining sound local financial procedures and controls. As the Group has expanded, this role is currently fulfilled by people whose job titles include: Business Manager, Finance Manager and Bursar, for example.
Internal Control	Means any action taken within the organisation to manage risk, including the impact if the risk is realised and the frequency of it. There are various types of control, eg separation of duties, authority levels, personnel policies, physical security and accounting controls.
Legal Advisor	Means a properly qualified person (not necessarily an employee) appointed by the Trust to provide legal advice.
Nominated Officer	Means an officer charged with the responsibility for discharging specific tasks within the Financial Regulations.
Officer	Means employee of the Trust or any person holding a paid appointment or office within the Group.
Procurement (Purchasing)	Means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance, and for arranging tenders for the disposal of surplus and obsolete assets.
Risk Management	Means all the processes involved in identifying, assessing and evaluating risks, assigning ownership, taking actions to mitigate or anticipate them, and monitoring and reviewing progress.
Trust	Means the Greenwood Academies Trust, including all its Academies.
Trustee	A Board member who has a legal obligation to administer funds and assets for the benefit of other people in accordance with GAT's charitable Objects. The Board also acts collectively as the single Trustee for the Experian Nottingham Academy Fund. For the purposes of the Companies Act 2006, the Trustees are the Directors of the charitable company.

All references in this document expressed in the masculine shall be deemed to also include the feminine.

Wherever the term Chief Executive, Deputy Chief Executive or other nominated officer is used in these Financial Regulations, it shall be deemed to include such other Directors or officers who have been duly authorised to represent them.





# GREENWOOD ACADEMIES TRUST

## Terms of Reference for the Finance Committee

### **Constitution**

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the Finance Committee.

### **Membership**

The Committee shall be appointed by the Trust Board. All members of the Committee shall be independent non-executive Trustees, and shall consist of not less than three members. Members of the Committee should not also be members of the Audit Committee. A quorum shall be two members.

The Chair of the Committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary financial background and/or qualifications to undertake the role effectively.

### **Attendance at Meetings**

The Chief Executive, Deputy Chief Executive and Finance Director shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust, other Board members and senior officers may also attend if invited by the Committee. The Committee has the right to exclude any Executive Director and any other attendees during any part of Committee business.

### **Frequency of Meetings**

Meetings shall be held not less than three times a year.

### **Purpose**

The Committee is authorised by the Trust Board to:

- a) Investigate any activity within its terms of reference;
- b) Seek any appropriate information that it requires from any officer within the Trust and all officers are directed to co-operate with any request made;

### **Responsibilities**

The responsibilities of the Committee shall be:

1. To consider the academies indicative funding, notified annually by the Education and Skills Funding Agency, and to assess the implications for the Group's academies, drawing any matters of significance or concern to the attention of the Trust Board.
2. To contribute to the formulation of the academies development/business plans, through the consideration of financial priorities and proposals and to review the level and use of revenue and capital reserves.

3. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the development plan.
4. To review and challenge the proposed annual budgets for academies and the central team, and to recommend their approval to the Trust Board.
5. To monitor and review progress against budget throughout the year for each academy and the Central Team, drawing any matters of concern to the attention of the Trust Board.
6. To approve proposed changes during the year to the initial budget, in line with the authority delegated to the Committee under the Scheme of Delegation.
7. To monitor and review, on a regular basis, procedures for ensuring the effective implementation and operation of financial procedures, for example the implementation of banking arrangements and, where appropriate, to make recommendations for improvement.
8. To approve policies on behalf of the Trust Board, other than those policies reserved for the Trust Board's approval.
9. To receive and review reports from the Operations Director on the waiver of competitive quotations and tenders, ensuring the waivers have been duly authorised and are justified
10. To review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the Committee
11. To undertake all other responsibilities delegated to the Committee by the Trust Board through the Scheme of Delegation or specific resolution.

### **Reporting Procedures**

The Chair of the Committee shall ensure that minutes are submitted to all members of the Trust Board and are signed at the next meeting to confirm their accuracy.

**July 2018**





# GREENWOOD ACADEMIES TRUST

## **Terms of Reference for the Audit Committee**

### **Constitution**

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the Audit Committee.

### **Membership**

The Committee shall be appointed by the Trust Board. All members of the Committee shall be independent non-executive Trustees, and shall consist of not less than three members. Members of the Committee should not also be members of the Finance Committee. A quorum shall be two members.

The Chair of the Committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary financial background and/or qualifications to undertake the role effectively.

### **Attendance at Meetings**

The Chief Executive, Deputy Chief Executive, Finance Director and Principal Internal Auditor shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust, other Board members, senior officers and a representative of the External Auditor may also attend if invited by the Committee. The Committee has the right to exclude any Executive Director and any other attendees during any part of Committee business. There shall be at least one opportunity each year, if required, for the Committee Chair to meet privately with the Committee (ie without management present) and similarly with the Principal Internal Auditor and the External Auditor.

### **Frequency of Meetings**

Meetings shall be held not less than three times a year.

The Chair of the Audit Committee and External Auditors may request a meeting if they consider that one is necessary.

### **Purpose**

The Committee is authorised by the Trust Board to:

- a) Investigate any activity within its terms of reference;
- b) Seek any appropriate information that it requires from any officer within the Trust and all officers are directed to co-operate with any request made; and
- c) Obtain outside legal or independent professional advice up to a limit of £2000 in any one year, without reference to the Trust Board and such advisers may attend meetings as necessary.
- d) To receive updates on GDPR, to include; identified risks and issues, approach to training and awareness-raising, and oversight of breaches.

## Responsibilities

The responsibilities of the Committee shall be:

1. To consider the appointment of the External Auditor and assess independence of the External Auditor, ensuring that key audit personnel are rotated at appropriate intervals, and to recommend to the Trust Board the appointment/re-appointment of the External Auditor;
2. To recommend the audit fees to the Trust Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the External Auditor and to ensure that the provision of non-audit services does not impair the External Auditors' independence or objectivity;
3. To oversee the process for selecting the External Auditor and make appropriate recommendations through the Board of Directors to the members of the Trust to consider at the AGM;
4. To discuss with the External Auditor the nature and scope of each forthcoming audit and to ensure that the External Auditor receives the fullest co-operation;
5. To review the External Auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response;
6. To review the performance of the External Auditor on an annual basis;
7. To review and consider the circumstances surrounding any resignation or dismissal of the External Auditor;
8. To review the Audit Charter for the Internal Assurance Team on an annual basis, prior to approval by the Trust Board;
9. To be consulted on the appointment or removal of the Trust's Principal Internal Auditor (after considering the circumstances surrounding his / her resignation or dismissal);
10. To review the Trust's annual Assurance Programme, prior to approval by the Trust Board and to ensure that the Internal Assurance Team is sufficiently independent, adequately resourced and has appropriate standing within the Trust.
11. To review the reports and recommendations of the Internal Assurance Team, together with the appropriateness of management's response;
12. To monitor the implementation of action agreed by management in response to reports from the External Auditor and Internal Assurance Team;
13. To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Trust Board, paying particular attention to:
  - a) Critical accounting policies and practices, and any changes in them;
  - b) Decisions requiring a major element of judgement;
  - c) The extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed;
  - d) The clarity and transparency of disclosures;
  - e) Significant adjustments resulting from the audit;
  - f) The going concern assumption; compliance with accounting standards;
  - g) Compliance with DfE and legal requirements;
14. To review the Trust's policy and procedures for handling allegations from whistle blowers;

15. To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption;
16. To receive reports on the outcome of investigations of suspected or alleged impropriety;
17. To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements;
18. To ensure that any significant losses are investigated and reported to the DfE where required;
19. To review the Group's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks;
20. To review the adequacy and robustness of risk registers;
21. To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, the Internal Assurance Team, the External Auditor and any other relevant independent assurances or reports (eg from the National Audit Office);
22. To review all risk and control related disclosure statements, in particular the Trust's annual Governance Statement, Statement on Regularity, Propriety and Compliance and Value for Money Statement, together with any associated reports and opinions from management, the External Auditor and the Principal Internal Auditor prior to endorsement by the Trust Board;
23. To review or investigate any other matters referred to the Committee by the Trust Board;
24. To draw any significant recommendations and matters of concern to the attention of the Trust Board, and in cases of urgent matters directly to members of the Trust Board.

### **Reporting Procedures**

The Chair of the Committee shall ensure that minutes are submitted to all members of the Trust Board and are signed at the next meeting to confirm their accuracy.

The Chair of the Committee or, as a minimum, another member of the Committee, shall attend the Trust Board meeting at which the annual accounts and financial statements are approved and also the Trust's Annual General Meeting.

**July 2018**



# GREENWOOD ACADEMIES TRUST

## Terms of Reference for the People Committee

### Constitution

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the People Committee.

### Membership

The Committee shall be appointed by the Trust Board. All members of the Committee shall be independent non-executive Trustees, and shall consist of not less than three members. The Chair of the Trust Board must be one of its members. A quorum shall be two members.

The Chair of the Committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary background and/or qualifications to undertake the role effectively.

### Attendance at Meetings

The Chief Executive, Deputy Chief Executive and Senior HR Director shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust, other Board members and senior officers may also attend if invited by the Committee. The Committee has the right to exclude any Executive Director and any other attendees during any part of Committee business.

### Frequency of Meetings

Meetings shall be held not less than three times a year.

### Purpose

The Committee is authorised by the Trust Board to :

- a) Investigate any activity within its terms of reference;
- b) Seek any appropriate information that it requires from any officer of the Trust and all officers are directed to co-operate with any request made.

### Responsibilities

The Committee is responsible for recommendations to the Trust Board on policy, based on the proposals received from the Executive. The committee will challenge the HR Executive to ensure proposed changes make sense for the Trust as a whole.

The main responsibilities of the Committee shall be:

### Employee Pay and Performance Development

1. To receive proposals from the Executive with regard to policies for performance development and pay for the academies and the central team, and where required to recommend such policies to the Trust Board for approval.

2. To maintain oversight of performance development and pay awards across the Trust.
3. To monitor and evaluate the performance of the Chief Executive and to recommend to the Chair of the Trust Board the remuneration and other employee benefits for the Chief Executive.
4. To receive recommendation of, and to consider whether to approve, the remuneration for the Deputy Chief Executive.

### **Staff Grievance, Discipline, Dismissals and Appeals**

5. To receive proposals from the Executive with regard to policies for staff discipline and grievances (including complaints) for the academies and the central team, and where required to recommend such policies to the Trust Board for approval.
6. To consider individual cases that may be delegated to the Committee by the Trust Board or that may be required as part of the escalation processes under these policies.
7. To manage such processes on behalf of the Trust Board in relation to the Chief Executive, where such delegation has been made by the Trust Board.

### **Workforce Strategy**

8. To advise on the strategic planning of the Trust's human asset.
9. To receive reports from the Executive and make recommendations to the Trust Board on workforce planning and academy staffing structures.
10. To receive, and comment on, regular reports from the Executive relating to all aspects of the workforce, which may for example include:
  - staff absence rates
  - staff turnover rates
  - ratios of staff type, by academy
  - pay analysis, such as average salaries and level of TLRs
11. To review at least on an annual basis the staffing establishment for each academy and the central team, ideally in advance of the approval of the annual budget for the following academic year.

### **Other**

12. To review and approve policies that are brought before the committee in relation to the workforce, including but not limited to, remuneration and benefits, recruitment, performance development, capability, discipline, grievance and Trade Unions.
13. To support the Executive in relation to interactions with Trade Unions.
14. To comment on, and input to, the Trust approach with regard to staff training and continuous professional development.
15. To work with the Executive on matters of employment law in order to advise the Trust Board.
16. To review the Trust Health & Safety policy, processes and procedures, and to receive reports on Health & Safety issues and incidents on behalf of the Trust Board.

17. To review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the Committee.

### **Reporting Procedures**

The Chair of the Committee shall ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

**July 2018**



# GREENWOOD ACADEMIES TRUST

## **Terms of Reference for the Standards and Inclusion Committee**

### **Constitution**

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the Standards Committee.

### **Membership**

The Committee shall be appointed by the Trust Board. All members of the Committee shall be independent non-executive Trustees, and shall consist of not less than three members. A quorum shall be two members.

The Chair of the Committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary background and/or qualifications to undertake the role effectively.

### **Attendance at Meetings**

The Chief Executive, Deputy Chief Executive and Education Directors shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust, other Board members and senior officers may also attend if invited by the Committee. The Committee has the right to exclude any Executive Director and any other attendees during any part of Committee business.

### **Frequency of Meetings**

Meetings shall be held not less than three times a year.

### **Purpose**

The Committee is authorised by the Trust Board to:

- a) Investigate any activity within its terms of reference; and
- b) Seek any appropriate information that it requires from any officer within the Trust and all officers shall be directed to co-operate with any request made.

### **Responsibilities**

The responsibilities of the Committee shall be:

#### Reviewing and evaluating Executive Reports on

1. The performance of individual academies and the Trust as a whole, against agreed KPIs;
2. The quality of leadership in each individual academy, including that of Executive Principals, to account for academic performance, quality of SEND provision, quality of teaching and learning, exclusions and pupil and staff attendance;

3. Development plans and progress made against targets of any Academy within the Trust that receives an Ofsted judgement that is less than 'good' or is considered a risk;
4. Any Ofsted or DfE Inspection reports;
5. The effective use of Pupil and Sport Premium funding by the Trust as a whole;
6. How any changes to national legislation with regards to curriculum, examinations, SEND and reporting to parents may affect individual academies and the Trust as a whole;
7. Safeguarding arrangements of individual academies and the Trust as a whole

#### Policies

8. receiving and considering revisions to policies which relate directly to the work of this Committee;

#### Miscellaneous

9. reviewing or investigating any matters referred to the Committee by the Trust Board;
10. bring any significant recommendations and matters of concern to the attention of the Trust Board.
11. To review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the Committee
12. To develop and support the Trust priorities in relation to careers guidance and to receive periodic reports from the Executive

#### **Reporting Procedures**

The Chair of the Committee shall ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

**July 2018**





## **GREENWOOD ACADEMIES TRUST**

### **Terms of Reference for Academy Advisory Councils**

#### **Constitution**

The Trust Board hereby resolves to establish a number of committees to be known as the Academy Advisory Councils. There will be an Academy Advisory Council for each Academy within the Trust, however in exceptional circumstances there could be a single Council for more than one Academy (for instance where an Infant and neighbouring Junior Academy share the same Council).

#### **Membership**

The membership of the Councils shall be managed by the Academy Principal, who shall also be responsible for recruiting and appointing members. Membership must include:

- The Academy Principal
- Between two and four members of the community or key representatives of local businesses
- Between two and four parents (who at the time of appointment have a child at a GAT Academy)
- Up to two members of staff from the Academy
- A Central Team Education Advisor, who shall attend at least once a year but more frequently if required
- A minimum of six members and a maximum of ten, constituted from the above

The members shall appoint a Chair from amongst their number at the first meeting of each academic year, and this Chair should not be an employee from the academy.

The standard term of office shall be three (3) years, and members shall be eligible to put themselves forward for reappointment so long as they continue to meet the above criteria.

In exceptional circumstances, and for a limited period only, a member of GAT Central staff or a Trust Board member may take one or more of the above places in order to meet the minimum requirements.

A quorum shall be three members, of which two must be non-staff members.

The Principal will also appoint a clerk to the Academy Advisory Council, who is not a formal member but with support from the Trust Governance Manager will ensure the governance requirements of the meetings are met.

#### **Attendance at Meetings**

If the Academy Principal cannot attend a particular meeting, then the meeting may need to be rearranged. If the Chair cannot attend then the Education Advisors or a non-staff member may chair the meeting.

Any member of the Trust Board or a Education Director may at any time choose to attend and contribute to the discussions in any Academy Advisory Council meeting.

The Finance Director and/or Trust Governance Manager may also choose to attend any Academy Council meeting, as part of their responsibilities to ensure appropriate governance practices are being observed across the Trust.

### **Frequency of Meetings**

Meetings shall be held not less than three times a year.

### **Purpose**

To support the Principal in the appropriate day to day procedures of the Academy (through feedback and advice) and to identify opportunities to further improve the life experiences and career possibilities of pupils within the academy.

To provide a forum for consultation with community and parental representatives, and a mechanism to ensure the efficient and effective flow of such information through to the Trust Board.

### **Responsibilities**

The responsibilities of the Academy Advisory Councils shall be:

- To provide feedback to the Principal on the appropriate day to day procedures of the Academy, from a parental and community viewpoint. For example this may include the practicalities of the school day, for instance; start and end times, pupil transport considerations, uniform, provision of lunch and other food/drink at the Academy, etc.
- To consider and provide comments and advice to the Principal on items for consultation that may be brought to the meeting from time to time.
- To consider and explore the extra-curricular activities and opportunities that may be of benefit to pupils at the Academy and facilitate their delivery.
- To consider and explore the possibilities for work experience, work placements and other similar opportunities that would benefit pupils at the Academy. Create appropriate links with external local organisations to facilitate the delivery of such opportunities.
- To consider and debate items that the Trust Board members or Education Directors may request to be on the agenda from time to time.
- Receive and consider updates from the Academy Principal on other initiatives at the Academy which engage the students and community, for example Student Voice.
- To require that any areas of concern about the Academy, including those around pupil outcomes, are raised and documented in the minutes so that they can be brought to the attention of the Education Director.
- To form the pupil exclusion panels and to provide representation regarding other staff policies as appropriate.

### **Reporting Procedures**

The Chair of the Council shall ensure that minutes are submitted to all members of the Council and to the Education Director within two weeks of the meeting, and that they are signed at the next meeting to confirm their accuracy.

The Education Directors will provide a termly report to the Standards and Inclusion Committee to summarise the output of most recent Academy Advisory Council meeting, and key items will be reported back in the Standards and Inclusion Committee minutes to Trust Board.

### **July 2018**



# GREENWOOD ACADEMIES TRUST

## Code of Practice for Trust Board and Committees

### **Aim**

This document clarifies the procedural steps that must be followed in the operation of Trust Board and committee meetings.

### **Prior to the Academic Year**

The Clerk to the Trust Board will liaise with Trustees prior to the start of each academic year to agree a schedule of all Trust Board and Committee meetings (excluding the meetings of Academy Advisory Councils, which will be coordinated locally by Academy Principals). The timetable shall be drawn up so as to allow the necessary reporting between different committees and from committees to the Board.

Trustees of the Trust Board shall agree prior to the start of the academic year the membership of each committee, to ensure all committees are appropriately staffed.

The Chief Executive and Deputy Chief Executive shall identify the member of the Executive with key responsibility for the coordination of activity for each Committee (ie the tasks typically adopted by the Clerk). These individuals are:

- Trust Board: Finance Director
- Audit Committee: Finance Director
- Finance Committee: Finance Director
- Standards and Inclusion: Education Director(s)
- People Committee: Senior HR Director

### **Preparation prior to each meeting**

The 'Clerk of the Committee' role identified above must, for their Committee:

- Agree an agenda for the meeting with the Chair of the Committee, which ensures that the items brought for discussion will be sufficient and appropriate to fulfil the terms of reference of the Committee
- Confirm attendance with Committee members to ensure the meeting will be quorate
- Liaise with other members of the Executive to ensure that papers are prepared to the required standard and within the required timescale
- Send final papers to Committee members and attendees from the Executive, 2 weeks prior to the date of the meeting
- Send an electronic copy of the final papers for each Committee to the Clerk to the Trust Board, who will ensure that papers are uploaded to the Trustee Sharepoint site.

### **General Principles for paperwork submitted for meetings**

The following general principles must be followed by the Executive when preparing papers for the meeting:

- Any item requiring a decision of the Board must be supported by a written report

- Any written report should state clearly the purpose of the report and any recommendations, together with sufficient supporting information and any financial or legal consequences
- Information should be provided in a usable, clear and concise way, and enable the Committee to easily identify the key points and supporting rationale
- It should be made clear whether the recommendation is consistent with existing policy, has any interdependencies or significant consequences for other areas
- As a general rule, additional papers should not be brought to the meeting (ie that have not been submitted in advance of the meeting) unless urgent and/or agreed by the Committee members.

### **Proceedings at Meetings**

The terms of reference for each committee shall identify the following:

- Number of meetings during the year
- Quorum
- Membership

In addition:

- The Chair should ensure that somebody at the meeting has responsibility for taking minutes, which shall be circulated to Committee members promptly after the meeting for comment, and formally approved at the subsequent meeting.
- Every matter to be decided at a meeting of a Committee must be determined by a simple majority of the votes of the members present and voting on the matter and each Committee member present shall be entitled to one vote.
- A register of attendance shall be kept for each Committee meeting and published annually in the Statutory Accounts and on the GAT website in line with ESFA requirements.
- Committees may invite attendance at meetings from persons who are not 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.

### **Reporting Procedures**

- The minutes of Trust Board and Committee meetings shall be coordinated as described above.
- In addition, the minutes of Committee meetings shall be presented at the subsequent Trust Board meeting with a comprehensive summary of the discussions held and decisions taken.
- There is also an expectation that the key summary documents from the Committee meetings are included within the Trust Board papers for information, but that the scrutiny performed by the Committee can be relied upon by the Trust Board and hence limit the amount of discussion.
- The Clerk to the Trust Board shall ensure that final papers and minutes from each meeting of the Trust Board and its Committee is uploaded to the Trustee Sharepoint site.

**July 2018**



# GREENWOOD ACADEMIES TRUST

## Chair of the Trust Board – Role Overview

### Aim

This document specifies the key responsibilities of the Chair of the Trust Board. The clear expectations and requirements set out in this document will also help individual Trustees to decide whether they have the appropriate skills and expertise to volunteer for the position of Chair, and also help other Trustees to assess the relative merits of candidates when voting for their Chair.

### Role Overview

The Chair is responsible for ensuring the effective functioning of the board and has a vital role in setting the highest of expectations for professional standards of governance. It is the Chair's role to give the board clear leadership and direction, keeping it focused on its core functions. The Chair should encourage the Trust Board to work together as an effective team, building its skills, knowledge and experience. The Chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and actively involved in the work of any committees. It is the Chair's role to make sure everyone understands what is expected of them and receives appropriate induction, training and development. It is for the Chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

The Chair must not exercise as an individual any of the functions of the Trust Board except where this has been sanctioned by the Trust Board or is explicitly covered by the Scheme of Delegation.

### Specific Elements of the Role of Chair

1. To ensure effective and efficient conduct of the Trustees' business, in line with the Code of Practice in Appendix 9, and in particular:
  - agree with the CEO and Clerk to the Trust Board the agenda for all of the Board's meetings;
  - invite members of staff and professional advisors to Board meetings to comment and advise on Trust Board business as appropriate;
  - guide each meeting through the items on the agenda (unless modified with agreement of the Trust Board);
  - give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final);
  - to ensure that all Trustees are given the opportunity to express their views before any decisions are taken and to ensure that only those who are entitled to speak (eg those without a conflict of interest) are invited to do so;
  - to determine at Trust Board meetings whether any late items will be accepted on to the agenda.

2. To establish a constructive relationship between the Trust Board, its committees, the CEO and the DCEO, and in particular:
  - liaise with the CEO and DCEO to keep an overview of the organisation's affairs and to provide support as appropriate;
  - attend meetings with the CEO and DCEO on a sufficiently regular basis;
  - play a role as member of the People Committee;
  - review and appraise the performance of and deal with disciplinary and any other personal matters concerning the CEO;
  - ensure when a vacancy arises that the CEO is replaced in a timely and orderly fashion.
3. Represent the Trust at public occasions and make comments on behalf of the Trust to the press and other media as appropriate.
4. To approve transactions reserved for the Chair of the Trust Board in the Scheme of Delegation.
5. To ensure that the Vice-Chair of the Trust is sufficiently engaged in the functions undertaken by the Chair of the Trust to enable the Vice-Chair to discharge the duties of the Chair if the Chair is absent or unavailable for a period of time.

## **Vice-Chair of the Trust Board – Role Overview**

### **Specific Elements of the Role of Vice Chair**

1. To support the Chair in delivering the above responsibilities.
2. To deliver on specific tasks as delegated by the Trust Board from time to time.
3. To approve transactions reserved for the Vice Chair of the Trust Board on the Scheme of Delegation.
4. To act as Chair and to subsume the responsibilities of the Chair if the Chair is absent or unavailable for a period of time up to either the return of the Chair or the election of a new Chair by the Board.

## **Chair of a Committee of the Trust Board – Role Overview**

### **Specific Elements of the Role of Committee Chair**

1. To ensure effective and efficient conduct of the Committee's business, in line with the Code of Practice in appendix 9 and in particular:
  - agree with the appropriate employee Director the agenda for all of the Committee's meetings;
  - invite members of staff and professional advisors to Committee meetings to comment and advise on Committee business as appropriate;
  - guide each meeting through the items on the agenda (unless modified with agreement of the Committee);
  - give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final);
  - to ensure that all Trustees are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (eg those without a conflict of interest) are invited to do so;
  - to determine at Committee meetings whether any late items will be accepted on to the agenda.

2. To establish a constructive relationship with the Chair, Vice-Chair, Trustees, CEO, DCEO and the appropriate employee Director:
  - liaise with the CEO, DCEO and the appropriate employee Director to keep an overview of the affairs related to the terms of reference of the Committee as appropriate;
  - report back to Trustees at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required;



## **GREENWOOD ACADEMIES TRUST**

### **Process for Electing Chair and Vice-Chair of the Trust Board**

#### **Process for Electing the Chair**

##### **Prior to the Meeting**

1. The Clerk invites written applications with a short supporting statement (250 to 500 words), which are to be submitted to the Clerk within the time period specified by the Clerk.  
  
Any applications received after the stated date cannot be considered (unless no applications have been received, in line with point 3 below).
2. The Clerk circulates the written statements to all Trustees prior to the meeting at which the voting will occur, normally with the other materials for the Trust Board meeting.

##### **At the meeting**

The business of appointing the new Chair has been described below as being coordinated by the Clerk. In the event the incumbent Chair is at the meeting and not standing for re-election, the Clerk and Chair will decide who performs this role.

3. If no applications have been received, the Clerk seeks applications at the meeting. If no such applications are received, the formal application process will need to be repeated and another meeting of the Trust Board arranged.
4. The Clerk confirms to Trustees the applications that have been received, and invites each applicant in turn to provide a short verbal presentation (maximum 10 minutes) to the other Trustees. After each presentation Trustees may ask questions of points of clarification from the applicant.
5. Once all presentations have been heard, the candidates are requested to leave the meeting whilst the remaining Trustees discuss and debate the merits of each candidate.
6. The Clerk then conducts the voting process by the issuance of ballot papers, in order to identify the preferred candidate:
  - The decision is made by simple majority.
  - Trustees can abstain from the vote if they wish.
  - Only Trustees attending the meeting can vote.
  - In the event of a tie, the vote is re-run.
  - In the event that voting is still tied, Trustees will need to reconvene a meeting to re-run the process.
7. The candidates are invited back to the meeting, and the Clerk confirms the outcome of the voting process.



## **Process for selecting the Vice-Chair**

The process for selecting the Vice-Chair is identical to the above.

## **Process for selecting the Chair and Vice-Chair at the same meeting**

Since it is more typical that the Chair and Vice-Chair will be appointed at the same meeting, additional procedural detail is needed:

- Separate applications are required for each of the positions.
- If candidates are applying for the position of Chair, they need to state on their application whether they would also like to be considered for Vice-Chair in the event that they are not successful in their application as Chair.  
They do not need to prepare a separate supporting statement for Vice-Chair.  
The Clerk will make it clear at the start of the process at the meeting, if the candidates for Chair have made this declaration.
- The presentations for the position of Chair are performed first, and for the vote all candidates for the position of Chair leave the meeting. [Note that any candidates solely for the position of Vice-Chair remain in the meeting].  
Once the vote has been completed, the candidates are invited back and the outcome is announced.
- The presentations for the position of Vice-Chair are then conducted (note any unsuccessful applicants for Chair are not required to present again), and for the vote all candidates for this position leave the meeting.  
Once the vote has been completed, the candidates are invited back and the outcome is announced.
- In the event of a tie in the vote for Chair, if at least one of the candidates for Chair has also expressed a desire to be considered for Vice-Chair then the vote for Vice-Chair must also be postponed to the next meeting until the Chair has been appointed.  
However if no such issue exists, the vote for Vice-Chair can be conducted in line with the normal procedures.

## **Process for Electing Committee Chairs**

### **Overview**

This appendix identifies the process for electing Chairs to the Committees of the Trust Board (with the exception of Chairs of the Academy Advisory Councils, which is described in the Terms of Reference of that Committee).

### **Timing**

Committee Chairs will be appointed in the Summer Term Trust Board meeting to coincide with the appointment of Chair to the Trust Board. The exception to this would be upon resignation of a Committee Chair, and in this circumstance the appointment will be made at the next Trust Board meeting.

### **Term of Office**

The term of office for each Committee Chair will be two (2) years, at which point a re-election would need to be held. The term will run from the September following the Summer Term Trust Board meeting at which the appointment was made, for two (2) full academic years.

The existing Committee Chair is eligible for reappointment for an unlimited number of times.

### **Process**

The process for seeking applications prior to the Trust Board meeting, and for the process of making the appointment at the meeting, is performed in the same way as the positions for Chair and Vice-Chair.

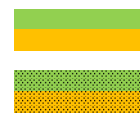


Trust Governance	GAT Members	Trust Board	Trust Board Committees					Executive functions								
			Finance Committee	Audit Committee	Standards & Inclusion Committee	People Committee	Academy Advisory Councils	Chief Executive & Accounting Officer	Deputy Chief Executive	Education Director	Finance Director	Senior HR Director	Operations Director	IT Director	Senior Education Advisers / Director of Secondary Improvement	Academy Principals
<b>Risk &amp; Internal Control</b>																
Internal Assurance		Approve Audit Charter & Annual Plan		Recommend Audit Charter and Annual Plan. Scrutinise Assurance Reports				Annual recommendation of Audit Charter and confirmation of organisational commitment to Internal Assurance function	Oversight of completion of actions and development of annual assurance plan	Liaise with internal assurance & implement agreed recommendations. Input to development of annual assurance plan	Liaise with internal assurance & implement agreed recommendations. Input to development of annual assurance plan	Liaise with internal assurance & implement agreed recommendations. Input to development of annual assurance plan	Liaise with internal assurance & implement agreed recommendations. Input to development of annual assurance plan	Liaise with internal assurance & implement agreed recommendations. Input to development of annual assurance plan		Liaise with internal assurance & implement agreed recommendations
Risk management Policy, Strategy & Plan		Approve Policy, Strategy & Plan		Recommend Policy, Strategy & Plan. Critically review progress					Make recommendation to Audit Committee and coordinate implementation of the plan	Implement risk management plan	Implement risk management plan	Implement risk management plan	Implement risk management plan	Implement risk management plan		Implement risk management plan
Emergency Planning									Maintain oversight to ensure work completed		Formulate business continuity & disaster recovery plan for functional area	Formulate business continuity & disaster recovery plan for functional area	Formulate business continuity & disaster recovery plan for functional area	Formulate business continuity & disaster recovery plan for functional area		Review, update and implement local Academy plan
Health and Safety							Promotion of culture of safe environment	Assurance to Audit Committee that Trust is discharging its legal responsibility  (subsequently to establishing the People Committee, it was agreed this would be the responsibility of the PC)	Delivery of compliance for the region	Compliance for Central Finance team	Compliance for Central HR team	Coordination of process across the Trust.  Compliance for Central Operations team	Compliance for Central IT team			Delivery of compliance for the academy
Safeguarding								Definition & implementation of safeguarding approach for Trust				Guidance and compliance in relation to safer recruitment				Responsible for safeguarding within the academy and ensuring the GAT policy / LSCB arrangements are fully implemented.  Ultimate responsibility for the safeguarding of pupils on their academy site.
Estates Management													Determine policies and working practices, and monitor academy compliance			Maintain academy property to required standards and implement Trust processes
IT systems											Business Owner for Financial Accounting System & Budget Monitoring System	Business Owner for Access Select	Business Owner for Saffron	Delivery of overall IT infrastructure		Business Owner for systems bespoke to local Academy
Safeguarding of Assets								Responsible for safeguarding assets at GWH			Coordination of policy-setting			Responsible for safeguarding of Trust IT assets		Responsible for safeguarding of Academy non-IT assets
Communications																
<b>Education Standards</b>																
Pupil performance										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implement actions within the academy
Attendance										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implement actions within the academy
Ofsted										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implement actions within the academy
Key Performance Indicators										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implement actions within the academy
Academy Development Plans										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implement actions within the academy
Quality of Teaching										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implement actions within the academy
Pupil Premium & narrowing the achievement gap										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implement actions within the academy
Curriculum Planning										Monitor & report to CEO / Standards & Inc Committee					Monitor & maintain oversight. Report to REDs	Implementation for academy

Trust Governance	GAT Members	Trust Board	Trust Board Committees					Executive functions								
			Finance Committee	Audit Committee	Standards & Inclusion Committee	People Committee	Academy Advisory Councils	Chief Executive & Accounting Officer	Deputy Chief Executive	Education Director	Finance Director	Senior HR Director	Operations Director	IT Director	Senior Education Advisers / Director of Secondary Improvement	Academy Principals
<b>Financial Planning and Control</b>																
Annual Budgets & Medium Term (5 Year) Planning								Overall responsibility for ensuring Trust spending within its available funds		Ultimate responsibility for financial viability of academy, via oversight of spending decisions	Coordinate the strategic process, provide required analysis to inform decision making, critically review / challenge to Principals & REDs	Define and cost the functional strategies for inclusion in budgets & MTFPs	Define and cost the functional strategies for inclusion in budgets & MTFPs	Define and cost the functional strategies for inclusion in budgets & MTFPs		Prepare annual budgets and MTFPs
Budget Monitoring											Coordinate the monthly process and provide data to REDs to aid decision making	Perform monthly review for their Central Cost Centre	Perform monthly review for their Central Cost Centre	Perform monthly review for their Central Cost Centre		Perform monthly in conjunction with academy finance staff
Projected Outturn										Ultimate responsibility for financial viability of academy, via oversight of spending decisions	Coordinate the strategic process, provide required analysis to inform decision making, critically review / challenge to Principals & REDs	Perform monthly review for their Central Cost Centre	Perform monthly review for their Central Cost Centre	Perform monthly review for their Central Cost Centre		Perform monthly in conjunction with academy finance staff
Annual Accounts											Coordinate Preparation and manage relationship with external auditors	Deliver information required				Academy Finance staff to deliver information required
Annual Regularity Opinion								Provide recommendation (as Accounting Officer)			Detailed work to inform annual opinion					
Auditor Management letter								Implement actions as required	Implement actions as required	Implement actions as required	Implement actions as required	Implement actions as required	Implement actions as required	Implement actions as required		Implement actions as required
Recommendation of appointment of external auditor									Provide recommendation							
Compliance with Academies Financial Handbook								Comply with requirements relevant to own area of responsibility. Personal responsibility in some cases as AO.	Comply with requirements relevant to own area of responsibility	Comply with requirements relevant to own area of responsibility	Comply with requirements relevant to own area of responsibility	Comply with requirements relevant to own area of responsibility	Comply with requirements relevant to own area of responsibility	Comply with requirements relevant to own area of responsibility	Comply with requirements relevant to own area of responsibility	Comply with requirements relevant to own area of responsibility
Funds granted used for purpose intended										Oversight of Academies to ensure appropriate use of specific grant funding	Establish accounting process to facilitate fund accounting. Educate Academy Finance staff on grant conditions.					Ensure appropriate use of specific grant funding
Ad hoc Financial Modelling											Perform ad hoc modelling to inform decision making, as required	Perform ad hoc modelling to inform decision making for functional area	Perform ad hoc modelling to inform decision making for functional area	Perform ad hoc modelling to inform decision making for functional area	Perform ad hoc modelling to inform decision making for academy / academies	Perform ad hoc modelling to inform decision making for academy
Financial Returns								Responsible for signing returns as Accounting Officer			Responsible for Production of returns, including: EFA, VAT, Corp Tax.					
Supplier Management													Responsible for managing Trust Suppliers			
Value for Money									Ensure value for money of central team resource	Challenge Academy principals to ensure value for money achieved			Deliver value for money via efficient procurement	Deliver value for money to academies in IT per pupil service		Deliver value for money, eg through efficient staffing structures

Trust Governance	GAT Members	Trust Board	Trust Board Committees					Executive functions								
			Finance Committee	Audit Committee	Standards & Inclusion Committee	People Committee	Academy Advisory Councils	Chief Executive & Accounting Officer	Deputy Chief Executive	Education Director	Finance Director	Senior HR Director	Operations Director	IT Director	Senior Education Advisers / Director of Secondary Improvement	Academy Principals
<b>Human Resources *</b>																
Recruitment & Performance Mgt		For CEO						Overall responsibility for Trust, plus specific responsibility for Principals & Central Team staff (performed on a day to day basis by Core Directors)	Implementation for Direct Reports	Implementation for Direct Reports	Implementation for Direct Reports	Responsible for coordinating process for the Trust Implementation for Direct Reports	Implementation for Direct Reports	Implementation for Direct Reports	Implementation for Direct Reports	Specific responsibility for Academy staff
Setting Remuneration		For CEO						Overall responsibility for Trust, plus specific responsibility for Principals & Central Team staff (with recommendation from Core Directors)				Responsible for coordinating process for the Trust				
Workforce planning								Overall responsibility for the Trust				Setting of Trust structure and Coordination of activity for Trust				
Single Central Record								Overall responsibility for Trust				Responsible for coordination and training for the Trust, and for Central Team SCR				Responsible for SCR for their academy
Trade Union relations								Overall responsibility for Trust				Responsible for delivery for the Trust				
Staff training and development										Oversight for all regional staff	Implementation for all Trust Finance staff	Coordination for all Trust staff including School Direct, NQTs, Troops for Teachers	Implementation for Estates, Catering, Procurement	Implementation for central IT staff		Implementation for Academy
Staff retention								Implementation for Direct Reports	Implementation for Direct Reports	Overall responsibility for Academies in Region, and for Direct Reports	Implementation for Direct Reports	Oversight, Review, Coordination of Policy, and implementation for Direct Reports	Implementation for Direct Reports	Implementation for Direct Reports	Implementation for Direct Reports	Implementation for Academy
Staff Dismissals		Approval of Redundancy process where Section 188 required										Overall responsibility for the Executive, for ensuring delegations in the Scheme of Delegation are observed				
Staff Grievance												Overall responsibility for the Executive, for ensuring internal policies adhered to				
Staff Capability												Overall responsibility for the Executive, for ensuring internal policies adhered to				
Staff absence management								Implementation for Direct Reports	Implementation for Direct Reports	Overall responsibility for Academies in Region, and for Direct Reports	Implementation for Direct Reports	Oversight, Review, Coordination of Policy, and implementation for Direct Reports	Implementation for Direct Reports	Implementation for Direct Reports	Implementation for Direct Reports	Implementation for Academy
Payroll Processing												Responsible for monthly staff payroll, payovers & related statutory reporting				
Pensions												Responsible for monthly deductions & annual returns, and manage relationships with pension providers				
Statutory returns												Responsible for completion of workforce census				
<b>Community Engagement</b>																
Opportunities such as: - careers - extended opportunities										Coordinate actions for region to engage local community						Implement actions to engage local community

**Key**  
Approval / Overall Responsibility  
Delegated Responsibility for detailed scrutiny  
Approval / Overall Responsibility for the Executive  
Delegated Responsibility for detailed scrutiny for the Executive



\* In relation to Human Resources there are a number of employment related policies that are currently in effect as a result of the TUPE process, and some of these policies may refer to 'Governing Body'. As a consequence of the conversion to an Academy the Governing Body no longer exists and therefore such powers are transferred to the Trust Board, together with the delegations in this document and in the Trust Scheme of Delegation.

**SCHEME OF DELEGATION**

The following Scheme of Delegation shall apply across the whole Group. Each Academy within the Group (including the Central team) is assigned as either in the 'A' group of Academies or the 'B' group of Academies. The decision on the relevant categorisation (and a list of which academies are in which group) is described in a procedure document and is a decision taken by the Finance Director, who will also seek advice from the Deputy Chief Executive in reaching a decision. The criteria for the categorisation is primarily based around the size of Academy and its current financial position. The Scheme of Delegation below identifies the different limits that apply for the A and B Academies.

PROCUREMENT				
Delegated Duty	Threshold - A Academies	Threshold - B Academies	Delegated Authority - Academy	Delegated Authority - Central
Authority to approve requisitions / internal orders for goods, services or works (subject to sufficient approved budget being available, and subject to the additional review processes of the Finance Director and Education Directors documented in 5.3 of the Financial Planning and Control Policy)	Up to £5,000	Up to £3,000	Budget Holder	Budget Holder
	£5,001 to £15,000	£3,001 to £10,000	As above plus Finance Manager	Budget Holder
Authority to award contracts to the successful bidder [Note: for contracts awarded over £25k, approval is also needed from the Operations Director before the contract can be awarded, to verify that a compliant process has been followed]	£15,001 to £25,000	£10,001 to £25,000	As above plus Principal or Education Director	As above plus Academies Finance Manager or relevant Core Director
	£25,001 to £100,000	£25,001 to £100,000	As above plus Finance Director or Deputy Chief Executive	As above plus Finance Director or Deputy Chief Executive
Authority to certify invoices for payment [Note: once receipt of goods/service has been confirmed, authorisation of invoice is only required where invoice value is more than £30 in excess of the original requisition]	£100,001 to £150,000	£100,001 to £150,000	As above plus Chief Executive	As above plus Chief Executive
	£150,001 to £250,000	£150,001 to £250,000	As above plus Chair of Trust Board	As above plus Chair of Trust Board
Where approval has been granted for multi-year contracts, no further approval (above the level of Chief Executive) is required in relation to the raising of orders and approval of invoices for costs related to the approved contract period. This is provided that compliance with the Procurement legislation is maintained and the lifecycle cost was identified within the initial approval	£250,001 to £1,000,000	£250,001 to £1,000,000	As above plus Chairs of Finance Committee and Audit Committee	As above plus Chairs of Finance Committee and Audit Committee
	Over £1,000,000	Over £1,000,000	Trust Board	Trust Board
Retrospective reporting by the Operations Director to the Finance Committee or Trust Board for contracts awarded	£25,001 to £150,000		Finance Committee	Finance Committee
	Over £150,000		Trust Board	Trust Board
Authority to place official orders directly with Suppliers	Any value	Any value	Nominated Finance Officers or Central Procurement, with prior authorised signatory approval for each relevant threshold above	As per A Academies
Responsibility for checking and certifying the receipt of goods, services and works. [Note: for construction contracts over £25k approval is also required from Operations Director or Estates Manager, to verify the appropriateness of work performed]	Any value	Any value	Nominated Finance or Procurement Officers	As per A Academies
			Budget Holder, or their nominated staff or designated support staff	
Authority to solicit a single written quotation for routine supplies in line with the Purchasing Policy)	Up to £3,000	Up to £3,000	Budget Holder or Academy Finance Staff Central Procurement (on behalf of Budget Holder)	As per A Academies
Authority to solicit at least three written competitive quotations for a single contract or series of contracts  Note: Operations Director required to sign off process for A Academies between £25k and £50k	£3,001 to £10,000	£3,001 to £10,000	Budget Holder or Academy Finance Staff	As per A Academies
	£10,001 to £50,000	£10,001 to £25,000	As above plus Principal or Education Director or Central Procurement (on behalf of Budget Holder)	
Authority to solicit at least three written competitive tenders for a single contract or series of contracts with a value of:  Note: Operations Director can be replaced by Finance Director, in their absence	Over £50,000 up to relevant OJEU limit	Over £50,000 up to relevant OJEU limit	Operations Director, on behalf of Budget Holder(s)	As per A Academies
	Over OJEU limit	Over OJEU limit	Operations Director, on behalf of Budget Holder(s)	
Authority to solicit a single quotation / tender (only in strict compliance with sections 6.11 to 6.13 of the Purchasing Policy)  Note: Operations Director can be replaced by Finance Director, in their absence	Up to £50,000	Up to £50,000	Operations Director, on behalf of Budget Holder	As per A Academies
	£50,001 to £100,000	£50,001 to £100,000	Operations Director, on behalf of Budget Holder(s), with Deputy Chief Executive approval	
Opening of Competitive Quotations and Tenders	Up to £50,000	Up to £25,000	Academy Finance Manager	Academies Finance Manager or Finance Director or Independent Director or Central Procurement staff member together with a Procurement Officer
	Over £50,000	Over £25,000	n/a - process operated by Central Procurement	One Central Procurement staff member together with either the Operations Director or Procurement Manager
Authority to accept other than the lowest quotation or tender	Up to £50,000	Up to £50,000	Principal or Education Director or Finance Director together with Operations Director	Finance Director or Operations Director
	Over £50,000	Over £50,000	As above plus Deputy Chief Executive	As above plus Deputy Chief Executive
Authority to place verbal or email orders (only in very exceptional circumstances where there is an emergency requirement. Also subject to an official confirmation order being raised).	Up to £2,000	Up to £2,000	Site Manager or Business / Finance Manager	Academies Finance Manager or Estates Manager
	£2,001 to £10,000	£2,001 to £10,000	Principal or Education Director or any Central Team Core Director (or more senior Central Team member)	Any Core Director or more senior

# Human Resources

Delegated Duty & Financial Thresholds	Delegated Authority - Academy		Delegated Authority - Central
Authority to fill funded posts (and to sign off the relevant HR form) on the approved establishment with permanent or temporary staff  Notes: - all recruitment will be managed through the standard Central HR process - whilst the funded establishment will contain a specific grade for each post, the post may be filled at any point within the range of that specific grade subject to the approvals opposite		Academy Principal or more senior  Chief Executive, in the case of Deputy Principal and Principal	Core Director of relevant area, or Deputy CEO / Chief Executive for their Direct Reports
Authority to appoint staff to post not on the approved establishment, or to appoint staff at a grade outside of the range of the specific grade on the approved establishment, or to appoint a fixed term / temporary post that is not filling a post on the approved establishment  Notes: - all recruitment will be managed through the standard Central HR process	up to £20k gross annual salary (excluding on-costs)  over £20k gross annual salary (excluding on-costs)	Academy Principal or more senior  Academy Principal, Education Director, Senior HR Director and Finance Director, with escalation to the Chief Executive if required  (except for the Principal and Deputy Principals which is reserved for the Chief Executive)	Chief Executive
Authority to set up initial payroll for each Academy for submission to payroll bureau		n/a	Senior Director of HR or Director of HR
Authority to approve additional hours / overtime (required in advance of hours being worked)		Principal or Deputy Principal	Deputy Chief Executive or Chief Executive
Authority to approve that pre-approved additional hours / overtime have been worked  NB The claimant and authorising officer cannot be the same individual, and the authorising officer must be a more senior officer		Departmental Heads or Heads of Year SLT Members Head of School or Principal Education Director Deputy Chief Executive Chief Executive	Core Director of relevant area, or Deputy CEO / Chief Executive for their Direct Reports
Authority to negotiate and approve Special Payments (as defined in the Special Payments Policy): <b>Severance Payments</b> For up to a years gross salary For over a years gross salary  Authority to sign off the legal contract with regard to the above Note: Authority may only be granted after receiving necessary approval from DoE		n/a - for payments in relation to academy staff, see delegations in next column	Chief Executive As above, plus Trust Chair  Senior Director of HR, or Deputy Chief Executive, or Chief Executive
Compensation & Ex Gratia Payments, of any amount <b>Authority to dismiss members of staff, including as a result of any of the following processes:</b> - conduct - capability (in relation to performance or health) - Redundancy			Chief Executive or Deputy Chief Executive
For Teaching Staff (except Leadership), for Support staff of level 49 or lower		SLT member (who is not involved)	Director of the Executive, or more senior
For Teaching Staff on Leadership scale, for Support staff of greater than level 49 (with exception of more senior posts detailed below)		Academy Principal, or more senior	Decision Panel of 3, which must include a Core Director
In the case of an appeal in relation to the above dismissal processes, authority to determine the outcome of the appeal		Appeal Panel of 3, which must identify a Chair of the panel who is equivalent or more senior than that of the decision maker.	Appeal Panel of 3, which must include a Core Director
For Principal, Senior Education Advisor, Core Director		Decision Panel of 3, which must identify a Chair of the panel who is equivalent or more senior than the post holder	Decision Panel of 3, which must identify a Chair of the panel who is equivalent or more senior than the post holder
In the case of an appeal in relation to the above dismissal processes, authority to determine the outcome of the appeal		Appeal Panel of 3 Trustees	Appeal Panel of 3 Trustees
For DCEO / CEO		n/a	Decision Panel of 3 Trustees, which must include the Chair or Vice-Chair
In the case of an appeal in relation to the above dismissal processes, authority to determine the outcome of the appeal		n/a	Appeal Panel of 3 Trustees
In the instance of dismissal via redundancy where a Section 188 notice is required, Trust Board approval (or the Committee to which the Trust Board has delegated) for the redundancy process to commence is required before the above delegations can be exercised.			
Authority to approve claims for staff expenses  NB The claimant and authorising officer cannot be the same individual, and the authorising officer must be a more senior office		Departmental Heads or Heads of Year  SLT Members Head of School or Principal Education Director or Senior Education Advisor Deputy Chief Executive Chief Executive	Any Core Director, Chief Executive or Deputy Chief Executive (note, where possible the Core Director approval should be from the claimants' department)  (with exception that IT Technicians expenses can be approved by Technical Field Lead)  For expenses for Core Director or more senior, approval from line manager  For Chief Executive's expenses, approval from Chair or Vice-Chair of Trust Board
Authority to instruct the Payroll Bureau to make BACS reductions or BACS recalls		n/a	Senior HR Director or HR Director
Authority to instruct Payroll Bureau to process the BACS payments for each payroll		n/a	Senior HR Director or Finance Director

# Finance

Delegated Duty & Financial Thresholds	Threshold: A Academies	Threshold: B Academies	Delegated Authority - Academy	Delegated Authority - Central
Approval of initial budget, for new academies joining the Trust	n/a	n/a	Chief Executive, with subsequent ratification by Trust Board	n/a
Responsibility for keeping income / expenditure within budgets				
a) At individual budget level (pay and / or non-pay)			Budget Holder	
b) For the totality of services within a department	n/a	n/a	Head of Department / Year / School	Core Director for their allocated budget
c) For an Academy as a whole			Principal	
d) For the Central Team				Chief Executive
e) For the Group as a whole				Chief Executive
Responsibility for maintaining revenue reserves at the minimum level required by the Reserves Policy:				
a) For an individual academy			Academy Principal	
b) For combined Primary / Secondary			Primary / Secondary Education Director	
c) For the Trust as a whole (excluding central team)			Chief Executive	
d) For the Central Team				Chief Executive
Signatories for cheques, other BACS payment authorisations (individual transactions within a payment run) and other bank transfers	Up to £25,000	Up to £25,000	In line with the bank mandate, two signatories from: Finance Manager Deputy Head Teacher Head of School or Principal Academies Finance Manager Financial Accounting Manager Finance Director Education Director Deputy Chief Executive Chief Executive Chair or Vice Chair of Trust Board	As per Academies
[For exceptions to this section, see the next section below]				
	£25,001 to £75,000	£25,001 to £75,000	As above, but one signature must be Deputy Chief Executive or Chief Executive	As per Academies
	Over £75,000	Over £75,000	As above but one signature must be Chair or Vice Chair of Trust Board	As per Academies
Exceptions to the above signing limits:				With each of the listed exceptions:
- Payroll Payover payments made by BACS	n/a	n/a	n/a	Up to £25,000: In line with the 'up to £25,000' category in the section above
- Bank Transfers between accounts internal to the Trust				Over £25,000: One signature must be Finance Director, Deputy Chief Executive or Chief Executive
- Bank Transfers between the Academy current account and Academy deposit account, and vice-versa				
Opening of Bank Accounts	n/a	n/a	Finance Director or Deputy Chief Executive	As per Academies
Authorisation of claims for expenditure from petty cash	up to £25 per item	up to £25 per item	Budget Holder and Academy Finance Manager	Core Director For Core Director claims or more senior, approval from line manager
Note: The claimant and authorising officer cannot be the same individual, and the authorising officer must be a more senior officer				For Chief Executive claims, approval from Chair or Vice-Chair of Trust Board
	over £25 per item	over £25 per item	In exceptional circumstances, with prior written authorisation from Finance Director	In exceptional circumstances, with prior written authorisation from Finance Director
Signatories for ESFA / DoE or other grant claims and returns	n/a	n/a	Two signatories from: Academies Finance Manager Finance Director Deputy Chief Executive Chief Executive Chair or Vice Chair of Trust Board	As per Academies
Note: subject to any ESFA / DoE requirements				
Debt write offs require the approval of:	Up to £100	Up to £100	Academy Principal	Finance Director
(also seek approval where required by ESFA as per requirements in the Academies Financial Handbook or Funding Agreements)	£101 to £1,000	£101 to £1,000	Finance Director	Finance Director
	Over £1,001	Over £1,001	Deputy Chief Executive	Deputy Chief Executive
Disposal of Assets with an original purchase price of:	Up to £5,000	Up to £5,000	Finance Director	
Note: also seek approval where required by ESFA as per requirements in the Academies Financial Handbook or Funding Agreements	£5,001 to £20,000	£5,001 to £20,000	Deputy Chief Executive	As per Academies
	Over £20,000	Over £20,000	As above plus Finance Committee.	







# GREENWOOD ACADEMIES TRUST

## GAT Members – Responsibilities and Process

### 1. Overview

The role of GAT Members is an important one for the Trust. This document summarises the available external information about the responsibilities of the role and proposes a process for GAT to ensure these responsibilities are fulfilled.

### 2. External information

The Academies Financial Handbook and the Governance Handbook are two key documents from ESFA and DfE which set out the governance requirements for multi-academy trusts. The aspects of these documents which relate to the role of Members have been reviewed and incorporated as appropriate in this document.

The role of Trustees can be summarised as:

- ensuring clarity of vision, ethos and strategic direction
- holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- over-seeing and ensuring effective financial performance.

Whereas the role of Members is similar to the shareholders of a company limited by shares in holding the Trustees to account in their performance of Trustee responsibilities, which is the furtherance of the Companies Objects. For GAT these Objects are:

- to establish, run and develop schools offering a broad and balanced curriculum in UK
- to establish, run and develop suitable alternative provision for children with SEN or illness, or who have been excluded
- to promote recreational activities and facilities for the benefit of individuals and the communities in which the Trust has academies.

### 3. Composition of Members

#### 3.1 *Number of Members*

The recommendation from the Handbooks is that whilst the legal requirement is a minimum of three (3) Members, the strong preference is for Trusts to have five (5). GAT is supportive of this and will aim to have at least five (5) members.

#### 3.2 *Appointment of new Members*

The Trust articles state that the existing GAT Members can appoint further new Members via a special resolution in writing.

#### 3.3 *Who can be a Member?*

- The GAT Articles prevent employees from being a Member
- There should be significant separation between those individuals who are Members and those who are Trustees – the DfE recommends that a majority of Members should be independent of the Board of Trustees, however also suggests that having at least one Member in common may help to keep Members informed and engaged.

## 4. Proposed Process

The process below has been proposed in order to ensure that Members are fulfilling their responsibilities.

### 4.1 *DfE recommendations*

The following excerpt is within their Governance Handbook, and helps to identify the role of Members:

*“Members should therefore be ‘eyes on and hands off’, and avoid over stepping their powers or undermining the boards’ discretion in exercising its responsibilities. In general, Members would not be expected to attend board meetings, sit on executive leaders’ performance review panels, or even contribute to specific decisions in relation to the trusts’ business.”*

*“It is for each trust to determine how best to keep Members informed so they can be assured that the board is exercising effective governance and leadership of their trust. Members will want to be well informed of the skills the board needs to be effective and to have confidence in the board at all times, with sufficient arrangements in place for them to know when they may need to exercise their powers – particularly to appoint or remove one or more Trustees. If the governance of the trust by the board of Trustees becomes dysfunctional the Members have a strong interest in ensuring the board has sufficient plans to address the issues or otherwise to remove the board or individual Trustees and re-appoint Trustees with the skills necessary for effective governance.”*

### 4.2 *Proposed Process and Member Involvement*

#### 4.2.1 Formal meetings

In order to formally discuss the performance of the Trust and to fulfil their responsibilities as Members it is proposed to meet in person twice a year:

- Each December at the Annual General Meeting (which is a requirement under the GAT’s Articles in any case)
- Early in the Summer Term

In order for Members to co-ordinate effective scrutiny of the Trust Board they may also want to either meet immediately prior to these meetings, or to have a phone conference (or exchange of emails) in the days leading up to the meetings – this would be to agree any comments or issues to be brought up at the meeting.

If any Member considers that circumstances require additional meetings during the year, these should be arranged as appropriate.

If Members consider that attendance for some or all of the meeting by the Chair of the Trust Board, the Chief Executive or Deputy Chief Executive would be useful to improve their understanding of any area of the Trust (rather than to formally scrutinise and hold to account), then Members can require that these individuals be present.

It is proposed that the Clerk to the Trust Board supports the Members in the practicalities of arranging meetings and in distributing paperwork. This includes attendance at any meeting for minute-taking or legal direction, if requested by the Members.

#### 4.2.2 Information Review

In order to remain apprised of the operation of the Trust it is proposed that Members review the following information as a minimum:

- Information which forms part of the annual report, including:
  - The annual financial statements
  - External auditors report
  - The Trustees report, which will include a summary of the educational performance for the year and a summary of Ofsted reports taken place during the year
  - Attendance records of Trustees at Trust Board and Committee meetings
- The meeting minutes of each Trust Board meeting
- A report from Trustees to summarise the academic results of the Trust for both Primary and Secondary (following the Summer Term examinations)
- A report from Trustees to summarise the proposed annual budgets and medium term plans (produced for review and approval by Trustees in the Summer Term)
- Information to evidence the progress made against the 2<sup>nd</sup> and 3<sup>rd</sup> objects listed in section 2 above.
- Information to summarise the outcome of any self-evaluation processes that the Trust Board has been through

It is proposed that the Clerk to the Trust Board is responsible for making the above information available to Members. In addition it is proposed that all paperwork presented to Trust Board and Committees is made available to Members, so that additional information can be read if desired.

#### 4.2.3 Provide Appropriate Challenge to Trustees

The main opportunity to provide this challenge is at the AGM. It is expected that Members will be provided the opportunity at the AGM to question Trustees and to explore any areas of the operation of the Trust that they deem appropriate. However, such areas of question and challenge should not extend outside the bounds required in order for them to discharge their duties as Members, which is essentially to ensure that the Trustees are appropriately discharging their responsibilities to further the company's Objects, as set out in the Articles of Association.

#### 4.2.4 Appointment of Trustees to GAT

The GAT Articles allow the Members to appoint up to 6 Trustees to the GAT Board via ordinary resolution (ie a simple majority). However, it is proposed that these appointments are typically made by a proposal from the GAT Trust Board, which the GAT Members can then choose to either approve by ordinary resolution or decline. This is since the GAT Trust Board will have the most relevant information about the skills and experience of existing Trustees and therefore any gaps that need to be filled.

It is proposed that the Clerk to the Trust Board coordinates the paperwork and circulates the resolutions for such appointments. It is not expected that the Members would need to meet in person to fulfil this responsibility.

#### 4.2.5 Appointment of Members

It is proposed that there should be at least five (5) Members. The Articles allow existing Members to appoint further Members, which can be done by special resolution in writing.

However, it would typically be expected that these appointments are discussed and debated beforehand with the Chair of Trust Board and CEO, although it is the Members who will make the final decision.

It is proposed that one or more of the Trustees of GAT is also a Member, in order to help keep the Members informed and engaged. Since the majority of Members need to be independent of Trustees we propose that this is limited to one or two Trustees. This role should not be filled by the Chair or Vice-Chair of the Trust Board, since this may not carry broad public support due to the conflict between the role as Chair/Vice-Chair of Trust Board and the role as Member (since the role of Members is to hold the Trust Board to account, including the role of Chair in their stewardship of the Trust Board).