



GREENWOOD ACADEMIES TRUST

Governance Structure and Scheme of Delegation

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GREENWOOD ACADEMIES TRUST

SECTION 1 – OUR GOVERNANCE STRUCTURES

1 About Greenwood Academies Trust (GAT)

- 1.1 GAT (or ‘the **Trust**’) is a multi-academy Trust which is responsible for operating and maintaining a number of academies in England. The Trust is both a company limited by guarantee and an exempt charity, regulated by the Secretary of State for Education.
- 1.2 The Trust’s constitution and objects are set out in its *Memorandum and Articles of Association*. We are also bound by the requirements of our *Master Funding Agreement*, between GAT and the DfE together with each *Supplemental Funding Agreement* that relates to each academy within the Trust. These Funding Agreements have various conditions in relation to the receipt of grant funding from the DfE, including compliance with the requirements of the *Academy Trust Handbook*. We are also bound by a range of other pieces of guidance and legislation, including the DfE’s *Academy Trust Governance Guide*.
- 1.3 The purpose of this document is to provide operating clarity about the roles, responsibilities, authorities and expectations of those who work within our governance and executive leadership structures. It is subsidiary to the documents described in 1.2 above.
- 1.4 It establishes a clear organisational structure with identified lines of accountability and reporting for all GAT operations. 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 the Trust, 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.
- 1.5 This document is subject to formal review by the Board of Trustees on an annual basis, although they may review and amend elements of it more frequently if circumstances require it.

2 Our governance and leadership structures

- 2.1 The Trust does not have shareholders, but it does have **Members**, who provide the highest tier of non-executive oversight. Their role is to assure themselves that the governance of the trust is effective and that Trustees are acting in line with our charitable objects. They do this by coming together annually (or more often if needed) to review the annual performance report and accounts and by maintaining contact with the Board of Trustees at other times.
- 2.2 The most important tier of governance is our Board of **Trustees**. Trustees may either be appointed by Members or co-opted onto the Board by other Trustees. One of our Trustees is appointed by our Business Supporter, Experian PLC. As well as being Trustees for the purposes of charity law, our Trustees also fulfil the role of appointed Directors in regard to company legislation. A failure to fulfil the requirements of this role may result in an individual being disqualified from serving and, as such, bears significant personal liability. We refer to Trustees throughout this document, rather than Directors.

- 2.3 Trustees are accountable for the performance of the Trust and its academies to the Members, to the Secretary of State and also to those served by our academies. They are required to have systems in place by which they can fulfil the requirements of the documents in 1.2 above, as well as monitoring and scrutinising the work of the executive.
- 2.4 Trustees also have responsibility for key decision making in respect of aspects of the Trust's operations and are required to act, both collectively and individually, in line with our charitable objects. They, along with all those involved in our non-executive governance, have a strictly strategic role.
- 2.5 Trustees may not delegate their accountability for the performance of the Trust, but, in practice, they do delegate the responsibility for many aspects of our day-to-day operation as outlined below. Trustees then hold to account the bodies and individuals with 'delegated responsibility'.
- 2.6 Trustees delegate responsibility
- to a range of **Trust Board Committees**, each of which consists of a subset of Trustees, may be established either permanently or temporarily and has delegated responsibility for aspects of decision making, monitoring and scrutiny as set out in this document
 - to a **local governance** layer whose membership is detailed in this document and who further delegate responsibility for the performance of some statutory functions, such as the formation of Governor Disciplinary Committees (GDCs)
 - to the **Chief Executive Officer** (CEO) who is appointed by the Board and who has delegated responsibility for day-to-day strategic and operational leadership and for the management of all aspects of the Trust's activity. The CEO, in turn, delegates responsibility for specific aspects of the Trust's operations to members of the **Executive Leadership Team** (ELT). The CEO also delegates responsibility for the day-to-day management of each academy to the **Principal** of that academy, in line with the provisions described in this document.
- 2.7 It is important for a multi-academy Trust operating across as wide a geography as GAT to ensure that the voice of its local communities is included within its governance structures. We have adopted a system of local non-executive governance with Academy Parent Ambassadors (APAs) elected from among the parents of each of our academies.

3 The role of Members

- 3.1 Members are the 'guardians' of the Trust and, in some ways, can also be viewed as the 'owners' of the Trust, although, unlike the owners of commercial companies, they do not, of course, take dividends from the Trust.
- 3.2 The role of Members is set out in the Trust's *Articles*. Their obligations are described in the DfE's *Academy Trust Handbook*. They
- are the subscribers to the Trust's memorandum of association (where they are founding members)
 - may adopt and amend the *Articles* subject to any restrictions in the *Articles*, the funding agreement or charity law
 - may, in the circumstances described within our *Articles*, appoint new Members or remove existing Members
 - have powers to appoint and remove Trustees in certain circumstances

- must ensure the objects of the Trust are being met
 - appoint the Trust's external auditors
 - receive the Trust's audited annual accounts (subject to the Companies Act) and annual report at an Annual General Meeting of the Trust
 - may, by special resolution, issue direction to the Trustees to take a specific action
 - have power to change the name of the company and, ultimately, wind up the Trust.
- 3.3 Accordingly, the powers specifically **reserved** by Members within GAT (and, therefore, not delegated at all) are
- to change the name of the Trust
 - to change the objects within the *Articles of Association* (which would require Charity Commission and Secretary of State consent)
 - to change the structure of the Trust Board
 - to amend the *Articles of Association*
 - to pass a resolution to wind up the Trust
 - to appoint and re-appoint the external auditors (save to the extent that the Trustees may make a casual appointment).
- 3.4 Members meet formally once a year at the Annual General Meeting (AGM) of the Trust. Members may request further meetings if they believe they are needed. Member meetings are quorate if a majority of Members are present.
- 4 The role of the Trust Board**
- 4.1 Trustees have ultimate accountability and decision-making authority for the work of the Trust and its academies.
- 4.2 Trustees are accountable to
- the pupils, learners, parents and communities served by our academies
 - people employed by, or working in a voluntary capacity as part of, the Trust
 - the Members of the Trust, as set out in the *Articles of Association*
 - the Secretary of State for Education as set out in the Trust's *Master Funding Agreement*
 - various statutory and regulatory bodies, including compliance with the regulations of both company and charity law as set out in the *Articles of Association*.
- 4.3 Trustees must also comply with the requirements of the Trust's *Articles of Association* and *Master Funding Agreement*, both of which are available to view on GAT's website.
- 4.4 The remit of the Trust Board is to
- establish the vision, mission and values of the Trust and provide the highest level of strategic leadership
 - take a lead in setting out the culture within which the Trust operates
 - ensure the business of the Trust is conducted solely in pursuit of the objects set out in the *Articles of Association*

- safeguard the assets of the Trust
- ensure that financial controls and appropriate financial management is in place in accordance with the provision of the *Academy Trust Handbook*
- set and monitor overall performance objectives for the Trust, especially in regard to educational outcomes and business operations
- establish and monitor the risks to the Trust and ensure that mitigating measures are put in place
- ensure that the Trust Board has the capacity and skill to lead and manage the Trust and that the CEO is appropriately supported, challenged and held to account through a formal performance management process
- delegate authority for the day-to-day operation of the Trust to the CEO and, by extension, to the ELT, ensuring that appropriate assurance mechanisms are in place to assist in the discharge of Trustee accountabilities
- ensure that the Trust is led and managed in accordance with all applicable law and that the responsibilities of the Trust as an employer and as a publicly-funded body are discharged appropriately
- lead the Trust's strategic engagement with other organisations and with key stakeholders
- ensure that they engage fully with the Trust's key stakeholders as they go about scrutinising and assessing its performance and impact.

4.5 GAT's charitable Objects include "to advance for the public benefit education in the United Kingdom, in particular ... 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 of the Trust, including all its academies and subsidiary companies
- is the legally accountable body for a number of statutory purposes, including its role as the admissions authority for each of our academies, as the 'responsible body' in respect of health and safety legislation and as the 'data controller' in respect of data protection legislation
- 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 Trust, including funding agreements and leases for land and buildings
- acts as the single Trustee for the Experian Nottingham Academy Fund.

4.6 Trustees must

- act together and in person and not delegate responsibility of the Trust to others
- act strictly in accordance with the *Articles of Association*
- act in the Trust's interests only and without regard to their own private interests

- manage the Trust's affairs prudently
 - not take personal benefit from the Trust unless expressly authorised
 - take proper professional advice on matters on which they are not themselves competent.
- 4.7 The Board must appoint annually individuals from among their number to act as Chair and Vice Chair. The Chair and Vice Chair provide leadership to the Trust Board. The Chair and Vice-Chair of the Trust Board are important roles for the Trust and will be appointed every two years.
- 4.8 The Governance and Financial Schemes of Delegation (sections 5 and 6) as well as various Trust policies identify the instances where approval is needed by the Trust Board. In very extreme circumstances, and where it is not practical for the Board to meet to make such a decision, the Chair or Vice Chair of the Board has the authority to make the decision on behalf of the Board. When such a delegation is used the decision must be reported back at the next Board meeting, including the specific reason why it was not practical for the decision to be made by the Board.
- 4.9 All Trustees have an equal voice in meetings and in any necessary voting procedures, although, as provided for in the *Articles*, there may be times when the Chair is required to make a casting vote on some matters. Trustees must select from among their number one Trustee to act as a link for safeguarding, SEND and careers education.
- 4.10 The Trust Board must assure itself that it has the right balance of skills to be able to carry out its duties, and regularly review those skills in order to establish where any gaps may lie. The Trust Board should also be mindful of succession planning and ensure that Trustees are able to gain a variety of experience by serving on the Board.
- 4.11 The Trust Board must appoint a governance professional who is responsible for ensuring that all meetings of the Trust Board and its committees are well planned in order to fulfil their obligations, conducted in accordance with law and appropriately minuted. The governance professional must also ensure that statutory return deadlines and other legal obligations are met.
- 4.12 Trustees are also Directors of the Trust as a company, and this is a personal office of responsibility and accountability which cannot be transferred to another individual. However, Trustees may delegate the power to carry out certain elements of the Trust's governance and operations to others, while retaining personal accountability for these elements. The Trust Board must not delegate responsibility for any of the 'reserved matters' detailed below.
- 4.13 As well as being mindful of its legal accountabilities, the Trust Board must ensure that it has mechanisms in place to take account of the views of the Trust's key stakeholders within its decision making. This applies especially, but not exclusively, to the views of pupils, parents, and employees.
- 4.14 The Trust Board, along with all those involved in the Trust's governance, must ensure that individuals avoid any situations in which they have (or could have) a conflict of interest. If such a circumstance arises, the individual must declare the nature and extent of any interest in any matter relating to the Trust and avoid any conflict of interest between that interest and the interests of the Trust.

4.15 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*
- the setting of Trust strategic priorities, alongside its vision, mission and ethos and any other strategic statements it may wish to make
- approval of Tier 1 of the Policy Framework and Financial Regulations and suspension of or amendments to them, including approval of a scheme of delegation of powers relating to both finance and governance from the Trust Board
- establishment of a financial strategy and reserves management policy which is regularly monitored
- establishment of committees as required, election of their members and approval and review of their terms of reference and membership on an annual basis
- establishment of local governance arrangements and approval and review of their terms of reference on an annual basis
- ratification of urgent decisions taken by the Chair and CEO
- appointment, appraisal, pay review, discipline and dismissal of the CEO
- monitoring and scrutiny of all aspects of Trust performance, especially in regard to educational outcomes, finance and the achievement of strategic priorities
- monitoring and reviewing the effectiveness of the Trust's governance
- review and acceptance of the medium-term financial plans
- approval of the annual budget and review of material changes to it as proposed by the Chief Financial Officer through the year, including future spending priorities
- approval of growth plans, alongside new academy projects and associated budgets
- recommending to members the appointment and re-appointment of the Trust'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 scrutiny and risk management arrangements for the Trust and oversight of the Trust's risk registers
- continuous appraisal of the affairs of the Trust, its academies and subsidiary companies, with a particular emphasis on the Trust's ability to function as a 'going concern' and on the appropriate use of public money in all aspects of their work
- 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.
- 4.16 The Trust Board meets six times a year. Trust Board meetings are quorate if one third of Trustees (rounded up to a whole number) are present.
- 4.17 Trustees normally serve two terms of office, each of four years. No member of Trust staff is permitted to serve as a Trustee. In some circumstances, such as the ongoing need for specialist expertise or to ensure continuity in a period of change, a Trustee might be reappointed for a third term subject to the agreement of a majority of members of the appointing body.

5 The role of Trust Board Committees

- 5.1 The Trust Board has established committees to oversee specific areas of its work. The members of these committees are confirmed annually.
- 5.2 The committees are
- Audit and Risk (ARC)
 - Performance and Remuneration (PRC).
- 5.3 The Chair and Vice Chair of each committee are elected annually by committee members. The Chair must be suitably experienced and/ or qualified to undertake the task required.
- 5.4 The Chair of each committee may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.
- 5.5 Each committee meets in accordance with its Terms of Reference and meetings are quorate if two Trustees are present. Where a vote is necessary, each member has one vote and the Chair may use a casting vote where a vote is split evenly.
- 5.6 Committee minutes are provided to the Trust Board at its next full meeting, and the Chair of the committee is required to provide a short verbal report to the Trust Board.
- 5.7 Committees are authorised by the Trust Board to investigate any activity within their Terms of Reference (ToRs). They are authorised to seek any information they require from any employee and all employees are directed to cooperate with any request made by committees. Committees are authorised by the Board to obtain outside legal or other independent professional advice.
- 5.8 Detailed Terms of Reference (ToRs) for each committee are included in section 4 of this document.
- 5.9 The Governance and Financial Schemes of Delegation as well as various Trust policies identify the instances where approval is needed from a specific committee. In extreme circumstances, and 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.

- 5.10 The Board has determined that all matters relating to strategy, performance and compliance should be considered regularly at Trust Board meetings in the interests of ensuring that the Board acts as a genuine collective. The governance professional is charged with developing, alongside the Chair, an annual plan of agendas that ensures all duties can be satisfactorily discharged. Board meetings last for a whole day and therefore provide adequate time for the level of scrutiny which is often conducted in other trusts via additional committees.
- 5.11 In particular, significant time is devoted on the annual calendar to the scrutiny of financial performance. The Board meets as a 'finance committee' for a significant part of its annual calendar, although it reserves the right to put in place a distinct set of meetings if needed.
- 5.12 Two spaces on the Trust Board will be reserved for parents of children who currently attend a GAT academy.

6 The role of local governance

- 6.1 The Trust Board believes that effective local governance is important in ensuring that Trustees are supported to understand how well the Trust and its academies are serving our parental communities.
- 6.2 Each academy therefore arranges for the nomination and, if necessary, election of a number of parents as Academy Parent Ambassadors (APAs) whose responsibilities are outlined in the Terms of Reference contained in section 4.

7 Trust Board assurance and risk management

- 7.1 The Trust complies with the requirements of the *Academy Trust Handbook* in regard to the assurance activities it commissions. The role of External Auditors is detailed in that document and Trustees are additionally supported by local governance, the internal auditor, stakeholder feedback and access to data in order to 'triangulate' the views of executive leaders.
- 7.2 The Trust has an in-house auditor, the Head of Internal Scrutiny and Risk Management (referred to here as the 'internal scrutineer') who has a functional reporting line into the Corporate Affairs Director, and direct access to the Chair of the Audit and Risk Committee and the CEO. The Audit and Risk Committee Chair and the Head of Internal Scrutiny and Risk Management will meet on a sufficiently regular basis to discuss the outcome of assurance work that has been undertaken.
- 7.3 The role, purpose, responsibilities, authority and access rights of the internal scrutiny team are detailed in the Internal Scrutiny Charter, which is reviewed on a regular basis by the Head of Internal Scrutiny and Risk Management and complies fully with the requirements of the *Academy Trust Handbook*.
- 7.4 The scrutiny programme provides independent oversight and on-going assurance to the Trust Board, via the Audit and Risk Committee, through an agreed programme of work. This programme is agreed annually by the Audit and Risk Committee but has sufficient flexibility within it for the Board, or any of its committees, to also commission shorter term scrutiny work. In addition, the scrutiny programme will include the provision of consultancy services, covering a broad range of corporate work in order to provide ongoing advice and insight to Trustees.
- 7.5 The Board also maintains a series of risk registers relating to strategic, project and operational risks which are reviewed by the Audit and Risk Committee on a termly basis and by the Board at least annually. All agendas provide the opportunity for risks to be reviewed, challenged and amended so that our approach to the management of risk is dynamic rather than static.

- 7.6 Trustees take opportunities to assure themselves of day-to-day activity in other ways, for example by serving as a 'link Trustee', visiting our academies, attending specific events, supporting processes relating to suspensions, exclusions, complaints and staff-related matters and engaging with leaders at different levels of the organisation through themed 'showcase' activities.

8 Executive governance

- 8.1 The Trust Board has delegated responsibility for the day-to-day running of the Trust to the CEO. This is detailed in section 5. The CEO may, in turn choose to delegate aspects of this to other executive leaders. The detailed roles and responsibilities of these individuals are not covered in this document, but further detail is contained within their individual job descriptions.

Chief Executive Officer (CEO)

- 8.2 The CEO 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 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 *Academy Trust Handbook* sets out the responsibilities of the CEO in this respect.
- 8.3 The CEO has overall executive responsibility for the Trust's activities, is responsible to the Trust Board for ensuring that its obligations are met and has overall responsibility for the Trust's system of internal control.
- 8.4 The CEO 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.
- 8.5 The CEO may delegate their detailed responsibilities but remains accountable for the Trust'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
 - the overall organisation, management and staffing of the Trust.
- 8.6 The CEO delegates much of the day-to-day financial responsibility to the Deputy CEO and Chief Financial Officer but the CEO 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 Trust as a whole
 - approvals as identified as being reserved for CEO in the scheme of delegation
 - ensuring delegated responsibilities are monitored.

Chief Financial Officer

- 8.7 The Chief Financial Officer 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 *Academy Trust Handbook*). The Chief Financial Officer is the primary point of liaison with the external auditors, works closely with the DCEO and is supported in their role by a central finance team to whom they may delegate responsibilities.

Corporate Affairs Director

- 8.8 The Corporate Affairs Director is the lead governance professional within the Trust and performs the role of a Company Secretary in regard to the governance of the Trust. They are appointed by the Board and have a reporting line to both the Chair of the Board and the CEO. They fulfil the requirements in relation to governance professionals contained within the *Academy Trust Handbook*. They also oversee the internal scrutiny function on behalf of the Board.



GREENWOOD ACADEMIES TRUST

SECTION 2 – OUR POLICY FRAMEWORK AND FINANCIAL REGULATIONS

The Trust has established a thorough policy framework which sets out our operating procedures in those areas of our work covered by statutory guidance or legislation.

Our 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 in line with statutory expectations. We follow the guidance in the *Academy Trust Governance Guide* when determining the frequency and level of approval for all policies. In addition to this, all operational policies are reviewed by executive leaders on an annual basis to ensure they remain up-to-date and are made available in line with our *Freedom of Information Publication Scheme* and DfE guidance.

The Policy Framework and Financial Regulations comprise the following.

Tier 1: Key strategic documents approved by the Trust Board

- *We Are GAT* and accompanying strategic documents
- Annual accounts, annual report and self-evaluation
- Governance structure and scheme of delegation (this document)
- Admissions arrangements
- Safeguarding policy (including managing allegations)
- SEN and disability policy
- Health and safety policy
- Equalities statement

Tier 2: Policy documents

All other Trust policies requiring non-executive approval will be approved by the Board and, where non-executive approval is not required, by the Executive Leadership Team.

Tier 3: Procedures, processes and other operational documents

These will be reviewed and approved by the members of the Executive Leadership Team (ELT) who are responsible for their implementation.

Significance of the Trust's Policy Framework and Financial Regulations

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).

These Funding Agreements require the Trust and its academies to comply with the principles of financial control outlined in the latest version of the *Academy Trust Handbook*.

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 the financial regulations then the advice of the DCEO or the Chief Financial Officer must be sought before acting.

If for any reason the *Policy Framework* and *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 and Risk Committee for referring action or ratification. All members of the Trust Board and all staff have a duty to disclose any non-compliance with the Policy Framework and Financial Regulations to the Corporate Affairs Director as soon as possible.

Failure to comply with the Trust's Policy Framework and Financial Regulations is a disciplinary matter that could result in dismissal.

Key standards applying to the Policy Framework and Financial Regulations

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

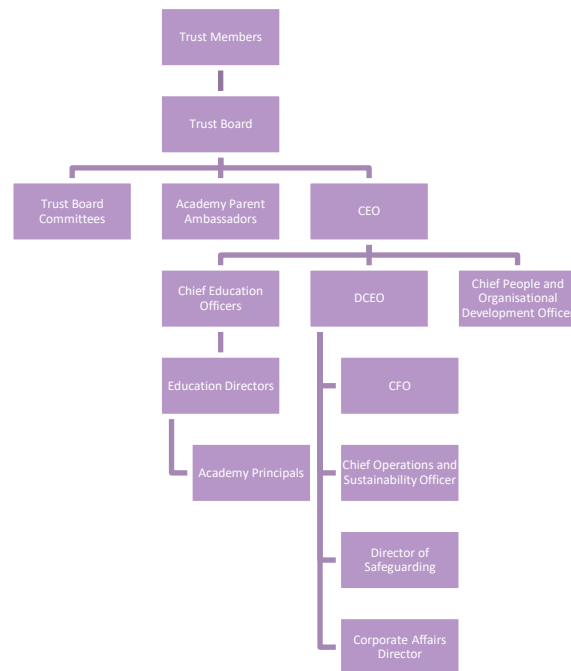
- **Responsibilities**
The responsibilities of all personnel should be clearly defined, documented and allocated.
- **Organisation**
There should be a clear organisational structure with identified lines of accountability and reporting for all operations.
- **Control Principles**
Financial systems should 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 *Academy Trust Handbook* and form the basis for the Financial Regulations.



GREENWOOD ACADEMIES TRUST

SECTION 3 – OUR GOVERNANCE STRUCTURES





GREENWOOD ACADEMIES TRUST

SECTION 4 – TERMS OF REFERENCE FOR NON-EXECUTIVE FORUMS

GAT follows the principles of the DfE's *Academy Trust Governance Guide* in its approach to constituting non-executive governance.

Members are there to ensure that the Trust fulfils its charitable objects and must assure themselves that the governance of the Trust is effective. They do this through the Annual General Meeting which happens every year in February and they may request further meetings during the course of the year as required. Such meetings will be attended by the Chair of the Trust Board and the Chief Executive Officer who will provide the requested assurance about non-executive and executive governance respectively.

The Board of Trustees has collective accountability and responsibility for the Trust on behalf of members. While they delegate day-to-day responsibility to the Chief Executive Officer, the Board remains accountable for

- strategic leadership
- accountability and assurance
- strategic engagement.

All matters related to strategy, performance and compliance form the basis of full Board meetings, which follow a standard agenda that ensures all aspects are considered on at least an annual basis or as required by DfE guidance. The Board also has some specific delegated powers outlined in our Financial Scheme of Delegation.

By ensuring a focus on these matters at each full Board meeting, Trustees ensure that they are able to exercise genuinely collective accountability. They also adopt a dynamic approach to risk management by reviewing key strategic risks following each Board meeting and delegating the ongoing monitoring of the strategic risk register to the Audit and Risk Committee.

The Board has constituted a number of Committees. Any Committee of the Board must consist of at least three people, all of whom are Trustees. All Committees are able to report back to the full Board.

The purpose of these Committees is summarised below.

- Audit and Risk Committee (ARC) – which meets virtually once a term and is constituted to ensure that a strategic view of risk management is maintained and to advise the full Board on elements of risk that may need reviewing or addressing; the Audit and Risk Committee receives direct input from the internal scrutineer and the external auditors to help them do this and is commissioned by the full Board to examine areas of key risk as appropriate.
- Performance and Remuneration Committee (PRC) – which meets virtually once a year and is constituted to oversee the performance management and remuneration of the CEO and other senior leaders in the light of information presented to the full Board and to approve pay awards in line with our Scheme of Delegation and with the most recently issued national guidance in this area.

At a local level, the Board mandates the election of Academy Parent Ambassadors (APAs), whose role is to sponsor the regular reporting of parental and stakeholder feedback to the Board. They also have the delegated authority to organise Governors' Disciplinary Committees (GDCs) on behalf of the Board and are encouraged to work with the Principal in other ways to secure the engagement of the parental community.

A number of Trustees assume other responsibilities and report to the full Board on their work as part of the regular agenda. This includes

- a link Trustee for our safeguarding work
- a link Trustee for our work on special educational needs and disabilities (SEND)
- a link Trustee for our work on careers education and transitions
- a Trustee nominated from within the ARC to be a point of contact for the raising of whistleblowing concerns
- Trustees who sit on GDCs under the delegated authority of our APAs
- a small group of Trustees with detailed knowledge who work to support the governance elements of external inspections, such as those carried out by Ofsted or the Health and Safety Executive.

Trustees also 'sample' the wider work of the Trust, for example, by visiting academies or linking informally with executive governance forums.

'Link Trustees' are not expected to be conversant with every aspect of our work in the relevant areas. Rather, their role is to assure themselves that any risks related to these areas are being appropriately acknowledged and mitigated. They will do this through their regular scrutiny work and will also meet on an annual basis or as needed with a nominated lead executive to understand the context in which we are operating.

The Board also retains the right to constitute further ad-hoc smaller groups to work on specific matters if they feel it is necessary and the Board may also ask individual Trustees to represent it in situations where this is called for, such as independent review panels or court proceedings.



GREENWOOD ACADEMIES TRUST

Terms of Reference for the Audit and Risk Committee (ARC)

Membership and frequency of meetings

The ARC will consist of no fewer than three members all of whom will be Trustees. The Chair will be someone suitably qualified to undertake this role. The Committee will meet no fewer than three times in an academic year.

Attendance

As well as the Committee members, the ARC will normally be attended by the CEO, DCEO, Corporate Affairs Director and Head of Internal Scrutiny and Risk Management.

The External Auditors and CFO will also attend at least one meeting a year.

The Committee members have the right to request attendance from any other member of the executive as needed and to secure external advice as needed.

Remit

The ARC exists to ensure that both performance and compliance are adequately and independently scrutinised. It provides a strategic overview of risk management on behalf of the Board and is the lead commissioner of internal scrutiny work. It will consider a wide range of evidence (including the work of the internal scrutineer and the external auditors) as it goes about its work.

Responsibilities

The ARC will

- lead the work of the Board in encouraging and developing an open and transparent culture where all Trustees and executive leaders understand their responsibilities in regard to ethical leadership, probity and risk management
- advise the Board on matters relating to risk management including the setting of an appropriate risk appetite
- maintain oversight of the strategic, project and operational risk registers on behalf of the Board and interrogate the actions being taken to mitigate or overcome the risks identified
- refer the full strategic risk register to the full Board for annual review
- conduct a review of specific risk areas as identified by the Board to determine any changes that the Board may wish to make
- receive and interrogate the annual accounts and external audit report and advise the full Board on any matters arising before their approval
- commission an annual programme of internal scrutiny and receive and scrutinise reports from the internal scrutineer
- advise the Board on the effectiveness of the external auditors and the internal scrutineer in helping the Board to discharge its responsibilities.

One member of ARC will be the nominated Trustee for the raising of whistleblowing concerns.

Independence

The Chair of ARC and the Head of Internal Scrutiny and Risk Management will meet regularly outside of the meeting schedule and the HISRM has direct access to the Chair of the ARC if needed.



GREENWOOD ACADEMIES TRUST

Terms of Reference for the Performance and Remuneration Committee (PRC)

Membership and frequency of meetings

The PRC will consist of no fewer than five Members all of whom will be Trustees. The Committee will be chaired by a Trustee with at least twelve months' service on the Committee and will meet no fewer than once in an academic year. The Chair of Trustees will be a member of the Committee but will not vote on their own recommendation in respect of pay proposals for the CEO.

Attendance

As well as the Committee members, the PRC will normally be attended by the CEO, the CPODO and the Corporate Affairs Director. Trustees may ask executives to remove themselves from any part of the meeting that is specifically considering their own personal performance or remuneration.

The Committee members have the right to request attendance from any other member of the executive as needed and to secure external advice as needed.

Remit

The PRC exists to oversee the performance management and remuneration of the CEO in the light of information presented to the full Board and to approve other pay awards in line with our Scheme of Delegation.

Responsibilities

The PRC will

- establish the Board's overarching approach to pay, with a particular focus on the senior executive level, and ensure that this is determined in a way that conforms with the expectations of the *Academy Trust Handbook*
- commission the Chair of Trustees to lead the performance management process for the CEO every year and receive their report and recommendation
- determine recommendations in regard to the remuneration of the CEO and members of ELT for agreement by the full Board (including both incremental and inflationary pay awards)
- confirm the level of inflationary pay award to be applied to all colleagues.

In determining appropriate levels of senior pay, Trustees will be mindful of all available benchmarking data and national guidance in this area, including that provided by DfE and by the Confederation of School Trusts. They will ensure that the process of both performance monitoring and remuneration setting is robust and informed by evidence and independent scrutiny where possible.



GREENWOOD ACADEMIES TRUST

Terms of Reference for the Academy Parent Ambassadors (APAs)

Membership and pattern of work

Each academy will ask parents/carers of children currently attending to nominate themselves as an Academy Parent Ambassador and we will aim to have at least two APAs per academy. Where many parents nominate themselves, we may arrange an election to ensure a manageable number is able to serve.

APAs may meet formally with the Principal but this is not a requirement. They may instead engage with the Principal and other academy leaders in alternative ways, such as via broader parent forums or other activities.

Once a year, the CEO will invite all APAs to take part in a regional feedback meeting.

Eligibility and status

APAs are a Committee of the Trust Board and members serve entirely at the discretion of the Board of Trustees.

Anyone seeking to serve as an APA must be the parent or carer of a child on the academy roll at 1 September. They will also be required to provide such personal information as is required for us to carry out the checks below and be required to sign a declaration of fitness to serve which will require the disclosure of any prior criminal record or other potential cause for concern.

We will carry out the following checks on elected APAs prior to their first formal appointment and inline with our normal recruitment procedures:

- confirmation of identity, proof of address and right to work in the UK
- enhanced DBS check with barred list check, required because of the responsibility for overseeing Governor Disciplinary Committees
- section 128 check, to ensure they are not prohibited from serving in a position of educational leadership
- Google search and social media check.

The Trust Board reserves the right to prevent an elected APA from taking up their position if any of these checks should provide cause for concern.

In addition, the Trust Board reserves the right to terminate the appointment of any APA if they contravene the codes contained within this document, fail to follow Trust policies, including the Staff Code of Conduct and expectations in regard to the use of IT, social media and online communications or otherwise behave in a way which does not befit their role as part of our governance structure.

Remit

APAs exist to ensure that the Board is provided with structured parental feedback on each of our academies. They will sponsor the delivery of an annual survey of parents and provide structured feedback to the Board on an annual basis, as well as having the opportunity to provide informal feedback to the Principal and to the CEO as described above.

APAs will also take delegated responsibility for the organisation of Governor Disciplinary Committees (GDCs) in respect of suspensions and exclusions and for the organisation of stage 2 complaint panels in relation to their own academy.

Responsibilities

APAs will

- act as a champion for our parent body and report feedback through the channels described above
- scrutinise and sign off the academy parental engagement statement
- sponsor and sign off an annual survey and report to the Board
- take delegated authority for the organisation of GDCs and stage 2 complaint panels.

Practicalities

The work of APAs will be overseen at Trust level by the Corporate Affairs Director, who will ensure a level of consistency in the way in which stakeholder feedback is provided to the Board.

In addition, APAs will 'pool' their responsibility for organising GDCs and complaint panels across the Trust and further delegate the organisation of these to the Corporate Affairs Director.

As such, GDCs and complaint panels will be constituted as a committee having delegated authority from the local layer of our non-executive governance and may include Trustees, APAs, executive leaders and any other individuals with an appropriate level of knowledge, skill and experience.

Anyone sitting on a GDC or complaint panel will have been appropriately vetted and trained and, for GDCs relating to exclusions, we will always ensure that a majority of members are not executive leaders.

APAs are not 'representatives' of parents within an academy in any sense, rather they have a very specific role in supporting the academy to deliver specific activities in relation to broader parental engagement. As such, APAs do not have any more rights in relation to access to academy leaders than any other parents or carers.



GREENWOOD ACADEMIES TRUST

Resolutions Group – Terms of Reference

Membership and pattern of work

The Trust will establish a Resolutions Group made up of individuals with appropriate skills, knowledge and experience to sit on panels in respect of suspensions, permanent exclusions and stage 2 complaints.

Membership of the Resolutions Group will be drawn from a range of sources, including Trustees, academy-based colleagues, Academy Parent Ambassadors (APAs) and other individuals identified by the Trust.

Academies will be asked to nominate at least one suitable member of staff to participate in the Resolutions Group and may also recommend individuals from their wider networks.

Members of the Resolutions Group will not meet as a standing group. Instead, individuals will be selected to form panels as required.

Panels will be convened as necessary and members will be expected to support a limited number of hearings each year. The Trust will be responsible for ensuring that members of the group are adequately trained and supported to carry out their role.

Eligibility and status

The Resolutions Group is not a Committee of the Trust Board. It operates as an approved pool of individuals from which panels are constituted.

Panels formed from the Resolutions Group act with delegated authority from the Trust Board. Academy Parent Ambassadors sub-delegate this function to the Resolutions Group in accordance with the Trust's Scheme of Delegation.

Anyone seeking to serve as a member of the Resolutions Group will be required to provide such personal information as is necessary for the Trust to carry out appropriate pre-appointment checks and will be required to sign a declaration of fitness to serve, including disclosure of any prior criminal record or other potential cause for concern.

We will carry out the following checks on all members prior to participation in any panel and in line with our normal recruitment procedures:

- confirmation of identity, proof of address and right to work in the UK
- enhanced DBS check with barred list check
- section 128 check, where applicable
- Google search and social media check
- two references.

The Trust Board reserves the right to prevent an individual from participating in the Resolutions Group if any of these checks provide cause for concern.

In addition, the Trust Board reserves the right to remove any member of the Resolutions Group where they contravene Trust policies, fail to follow expected standards of conduct or otherwise behave in a way which is not consistent with their role within the Trust's governance structure.

Remit

The Resolutions Group exists to ensure that the Trust is able to convene independent and suitably skilled panels to:

- review suspensions and permanent exclusions in line with statutory guidance
- hear stage 2 complaints
- undertake any other panel-based determinations as required by the Trust.

Panels will consider matters impartially and reach decisions based on the evidence presented, relevant legislation and Trust policy.

Responsibilities

Members of the Resolutions Group will:

- engage in all necessary training and development to enable them to fulfil their role
- participate in panels as required
- act impartially and in accordance with the principles of natural justice
- consider all evidence presented and contribute to fair and balanced decision-making
- declare any conflicts of interest and withdraw where appropriate
- maintain confidentiality in respect of all matters considered
- undertake required training and keep their knowledge up to date.

Practicalities

The work of the Resolutions Group will be overseen at Trust level by the Corporate Affairs Director.

The organisation of panels will be coordinated centrally by the Governance Team following referral from Academy Parent Ambassadors.

Panels will be constituted as required and will normally consist of at least three members selected from the Resolutions Group.

Panel membership will be determined to ensure:

- no prior involvement in the matter
- no conflict of interest
- an appropriate balance of experience and independence.

For panels relating to exclusions, the Trust will ensure that a majority of members are not executive leaders.

A trained clerk will support all panels to ensure compliance with statutory guidance and Trust procedures.

Status of members

Members of the Resolutions Group are not representatives of any particular academy or stakeholder group. They serve solely to carry out a defined governance function within the Trust.

Membership of the Resolutions Group does not confer any additional rights of access to academy leaders, information or decision-making outside of formally constituted panels.



SECTION 5 – OUR GOVERNANCE SCHEME OF DELEGATION

In the table below, many of the responsibilities assigned to the Trust Board will, in fact, be carried out, according to the Terms of Reference, by a committee. Similarly, the CEO will delegate many of the responsibilities below to other members of the executive.

This Scheme of Delegation should be read alongside our separate Financial Scheme of Delegation, which sets out the parameters for financial decision making within the Trust. Our phase-specific improvement frameworks also establish the exceptional circumstances in which the CEO may vary certain academy-level delegations.

Trust governance level	Trust executive level	Local governance level	Academy executive level
Strategy and leadership			
Members will - review the effectiveness of Trust governance annually The Trust Board will - set the vision and ethos of the Trust and its academies - set the strategic objectives of the Trust - determine the Trust's approach to investment and growth - monitor the effectiveness of the Trust in delivering its objectives - ensure the Trust Board is equipped to lead the Trust - appoint a CEO who has their confidence to deliver the strategic objectives - approve the Trust-wide Scheme of Delegation and Terms of Reference - evaluate the effectiveness of Trust governance	The CEO and ELT will - ensure that activity is designed to meet the strategic objectives of the Trust - be accountable for the delivery of Trust-wide objectives - determine the executive structure and annual delivery priorities - ensure systems are in place to deliver all objectives at Trust and academy level - ensure appropriate procedures are in place to inform an investment and growth strategy (including due diligence)	Executive leaders will - ensure academy objectives align with Trust expectations - monitor the performance of academy Principals and hold them to account APAs will - contribute local parental views to the work of the academies	The Principal will - set a local vision, ethos and set of objectives which are in line with the expectations of the Trust - ensure that activity is designed to meet these objectives and secure ongoing improvement for the benefit of learners and the community - be accountable for the performance of the academy
Compliance			
The Trust Board will - ensure that there is compliance with the requirements of the <i>Academy Trust Handbook</i> and other relevant guidance and legislation - ensure appropriate financial controls are in place - ensure there is a Trust register of business interests and conflict of interest procedure in place	The CEO and ELT will - ensure that there are appropriate policies and systems in place to ensure compliance - monitor the academies' compliance with relevant policies and procedures	Executive leaders will ensure there is an academy level register of business interests and conflicts of interest procedure in place	The Principal will ensure that all aspects of the academy's operation comply with relevant guidance and policies
Curriculum and standards			
The Trust Board will - establish an educational vision and ethos - agree and monitor educational objectives at Trust and academy level - monitor the impact and effectiveness of Trust-wide academy improvement processes - appoint link Trustees for SEND and for careers education	The CEO and ELT will - determine and monitor educational objectives at Trust and academy level - ensure there are appropriate systems in place to enable continuous academy improvement	Executive leaders will - monitor the delivery of educational objectives at academy level APAs will - ensure that parental views on pupil progress are included in their feedback	The Principal will - lead the setting of the Academy Improvement Plan (AIP) and appropriate objectives - ensure that all activity is designed to deliver continuous improvement - ensure that the requirements of the Trust's educational ethos are met

Trust governance level	Trust executive level	Local governance level	Academy executive level
Safeguarding			
The Trust Board will - approve the Trust-wide safeguarding policy, ensuring it complies with relevant legislation - appoint a link Trustee for safeguarding - monitor the impact of Trust-wide safeguarding activity	The CEO and ELT will - ensure that the Trust-wide safeguarding policy and activity complies with relevant legislation and best practice - ensure that systems are in place to support the effective delivery of safeguarding work - monitor the impact of safeguarding work	Executive leaders will - monitor the impact of safeguarding work within the academy - respond to any safeguarding concerns raised about the Principal APAs will - ensure that parental views on safeguarding are included in their feedback	The Principal will - ensure that the principles of the safeguarding policy are complied with and that safeguarding activity is appropriately resourced and embedded - appoint an appropriately qualified Designated Safeguarding Lead (DSL)
Admissions, behaviour, exclusions and complaints			
The Trust Board will - ensure that our policies in relation to exclusions and complaints are compliant with legislation and guidance - set the Trust-wide admissions policy	The CEO and ELT will - ensure that there is regular training in the implementation of statutory policies relating to admissions, exclusions and complaints - take on duties as prescribed in the relevant policy for investigating or considering issues - lead the commissioning of independent panels in respect of either admissions or exclusions - approve all proposals for changes to admission numbers	Executive leaders will - support and monitor the application of our policies within the academy - support Principals to ensure they are making appropriate decisions in these areas - assume delegated authority for the review of offsite directions - review any proposed changes to local admissions arrangements APAs will - ensure a panel is formed to take decisions in line with our policies in relation to complaints, exclusions and suspensions	The Principal will - ensure that policy is followed in relation to student issues - ensure that all staff are aware of their responsibilities within relevant policies - assume delegated responsibility for agreeing offsite directions and managed moves - review academy admission numbers on an annual basis with a view to ongoing growth where appropriate
Inspections and external liaison			
The Trust Board will - proactively engage with the Department for Education (DfE) and Ofsted in regard to external views of performance - contribute to external reviews - monitor external views and ensure that action is taken to improve performance where difficulties are cited	The CEO and ELT will - ensure that our relationships with the DfE, Ofsted and others are robust and professional in support of our academy improvement strategy - ensure that external views are understood and responded to - support any external reviews (e.g. by Ofsted) by contributing a governance perspective	Executive leaders will support the Principal in advance of and during external reviews	The Principal will ensure that sufficient attention is given to the views of Ofsted and others in determining the academy's objectives
Audit, scrutiny and quality assurance			
Members will - appoint the Trust's external auditors and receive the annual accounts The Trust Board will - appoint an appropriately qualified Audit and Risk Committee - determine the focus of internal scrutiny activity and monitor the response to scrutiny reports	The CEO and ELT will - ensure that an appropriate programme for internal scrutiny is developed and delivered in line with the Internal Scrutiny Charter - ensure that audit and scrutiny reports are responded to - ensure that appropriate quality assurance processes are in place	Executive leaders will engage with internal scrutiny processes and monitor the implementation of any action plans which emerge	The Principal will ensure that relevant issues within audit and scrutiny reports are addressed
Risk			
The Trust Board will - establish a corporate risk appetite as part of its work to determine strategic priorities - monitor both strategic and operational risks and ensure that appropriate mitigation or action is in place	The CEO and ELT will ensure that risks are appropriately identified and mitigated or acted upon	Executive leaders will agree and monitor the academy level risk register	The Principal will ensure that risks are identified and appropriate mitigation or action put in place

Trust governance level	Trust executive level	Local governance level	Academy executive level
Finance			
The Trust Board will • appoint an Accounting Officer and an appropriately qualified CFO • agree the Trust-wide funding model • scrutinise and agree the Trust-wide budget and monitor performance against it • ensure appropriate reserves are held in line with the policy • agree the Trust's financial scheme of delegation and appropriate finance-related policies • approve any extraordinary financial decisions which are outside the scope of the agreed budget in line with the financial scheme of delegation • assure themselves that adequate and appropriate insurance and indemnities are in place	The CEO and ELT will • propose a Trust-wide and academy level budget and three-year financial plan which continues to ensure the financial stability of the Trust while also allowing academies to thrive • monitor performance against the approved budget during the year and ensure that any required mitigations are in place • ensure that financial objectives are met • ensure that adequate and appropriate insurance and indemnities are in place • ensure appropriate financial procedures and support are in place • ensure that regular management accounts are provided to Trustees and to academy Principals	Executive leaders will • provide a service which enables Principals to manage their budget, offers advice on financial matters and provides administrative support for all finance activity • hold the Principal to account for the management of their finances and reserves in line with the approved annual budget and the responsibilities in the Trust's financial policies • monitor the impact of financial decisions on the performance of the academy • monitor the impact of specific government and other grants within the academy	The Principal will • be accountable for establishing and managing their budget in line with expectations and meeting the requirements of the reserves policy • ensure that the academy's budget and financial objectives are met • ensure academy level compliance with financial policies • ensure that specific government grants are directed to the areas where they will deliver most impact • ensure that each grant received is spent in accordance with the particular grant conditions • consider opportunities for income generation at academy level
Procurement			
The Trust Board will • approve the Trust-wide procurement strategy and monitor its impact on our strategic objectives • monitor strategic procurement decisions to ensure these are made in accordance with policy and strategy	The CEO and ELT will • ensure that the procurement strategy complies with relevant legislation and guidance and is focused on delivering both value for money and quality for our students	Executive leaders will • monitor local procurement decisions and ensure these are made in accordance with policy and strategy • support academy leaders to ensure purchases achieve best value for money	The Principal will • ensure that the procurement strategy and policy are followed within the academy
Assets and premises			
The Trust Board will • approve long-term Trust-wide asset management plans • determine any change in the use of assets and approve any disposal or acquisition of land (including permanent closure of any academies) • monitor the impact of the asset management and estates strategy on our strategic objectives	The CEO and ELT will • ensure the Trust maintains and keeps under review a fixed asset register • determine a long term estates and asset management strategy for the Trust and for individual academies within it which is based around long-term sustainability • make applications for grants and other funding which will improve the condition of the Trust's estate	Executive leaders will • ensure that academy level estates strategies will continue to support long-term improvement • be responsible for the day-to-day management of the estate and assets, including its upkeep and maintenance and responding to any urgent matters	The Principal will • ensure that concerns and matters related to the management of the estate and raised and be responsible for co-ordinating any emergency responses needed • contribute to the determination of a long-term estates strategy for the academy
Health and safety			
The Trust Board will • approve the Trust-wide health and safety policy, ensuring it complies with relevant legislation • monitor the impact of Trust-wide health and safety activity on our strategic objectives	The CEO and ELT will • ensure that the Trust-wide health and safety policy and related activity complies with relevant legislation and HSE guidance • ensure that systems are in place to support the effective discharge of health and safety obligations • monitor the impact of health and safety work	Executive leaders will • monitor the impact of health and safety work within the academy • ensure an effective support service is provided to academies	The Principal will • ensure that the principles of the health and safety policy (and other related policies, including those to do with medical support and allergy management) are complied with and that health and safety activity is appropriately resourced and embedded • ensure the academy has a Health and Safety Contact

Trust governance level	Trust executive level	Local governance level	Academy executive level
HR			
Members will • appoint up to the allowed number of Trustees The Trust Board will • co-opt Trustees if needed • establish a vision and ethos for its work as an employer • approve HR-related policies (including Terms and Conditions of Employment) and inflationary pay awards • monitor the impact of pay progression on the achievement of strategic objectives • monitor the impact of our workforce on strategic objectives • performance manage the CEO using an agreed process and supported by external expertise • determine and approve remuneration for the CEO and (following CEO recommendations) for members of ELT	The CEO and ELT will • appoint senior leaders (including academy Principals) and lead any processes in respect of those individuals • agree the arrangements for all staffing structures • ensure that the people culture within the Trust is in line with the vision and ethos • form a panel to take decisions as part of our policies in relation to staff grievances and disciplinarys	Executive leaders will • monitor academy compliance with HR policies and procedures • ensure an effective HR support and advice service is provided to academies	The Principal will • appoint staff to the academy • ensure that Trust-wide employment policies are implemented within the academy • lead processes relating to staffing structures and pay progression within the academy • ensure that the views of staff, unions and others are taken into account in the work of the academy • ensure the academy has an HR Contact
Professional development			
The Trust Board will • ensure that there is a programme of mandatory and developmental training for Trustees • ensure that arrangements for professional development meet statutory requirements	The CEO and ELT will • ensure there is a high quality professional development offer for all staff which includes both mandatory and developmental training • provide regular opportunities for collaborative learning and development • monitor the performance of staff as part of the performance review process		The Principal will • ensure that there are opportunities for regular staff development • ensure that mandatory and developmental training is completed • robustly monitor the performance of staff as part of the professional development process
Whistleblowing			
The Trust Board will • approve the Trust-wide whistleblowing policy • ensure that whistleblowing concerns can be raised via the Audit and Risk Committee chair	The CEO and ELT will • develop a whistleblowing policy which is in line with legislative requirements and best practice • promote an open and transparent culture for all	Executive leaders will • ensure the whistleblowing policy is known about and applied within the academy	The Principal will • ensure there is an open and transparent culture within the academy and ensure all staff are aware of the whistleblowing policy and procedures
ICT and digital strategy			
The Trust Board will • approve the Trust-wide digital strategy and monitor its impact	The CEO and ELT will • ensure that our digital strategy meets national standards, enables us to function dynamically and prepares our learners to be well prepared for life and work • monitor the implementation and impact of the digital strategy		The Principal will • ensure that digital literacy is emphasised within the curriculum • contribute to Trust-wide thinking on the future of our digital strategy
Policies and governance			
The Trust Board will • appoint a lead governance professional • approve all policies required by statute, legislation or good practice • monitor the impact of Trust-wide policies upon our objectives	The CEO and ELT will • ensure that the policy framework provided is legally compliant and supportive to senior leaders within academies • ensure that policies and procedures are regularly reviewed	Executive leaders will • ensure that all policies are up-to-date, known about and understood	The Principal will • engage proactively with APAs and ensure they are involved in the academy's work • ensure that policy frameworks are applied consistently within the academy • develop any localised policy elements or procedures required

Trust governance level	Trust executive level	Local governance level	Academy executive level
Data protection			
The Trust Board will • approve Trust-wide data protection policies • monitor Trust-wide practice in relation to information management	The CEO and ELT will • appoint a Data Protection Officer • ensure that data protection practice is compliant with legislation	Executive leaders will • provide an effective support and advice service and monitor the application of policy	The Principal will • ensure that data protection practices within the academy are consistent with the requirements of legislation • ensure the academy has a Data Protection Lead
Media, communications and marketing			
Members will • commission an Annual Report on behalf of all stakeholders The Trust Board will • be informed of key urgent and critical events and determine our response if within the scope of 'reserved matters'	The CEO and ELT will • ensure a clear communications strategy is in place • manage any day-to-day or urgent communications and reputational matters • communicate regularly with all colleagues through agreed channels	Executive leaders will • support academies to develop their marketing and communications plans and to engage proactively with local stakeholders and media outlets • support academies to ensure that they publish all required information	The Principal will • ensure there is an academy marketing plan in place • proactively communicate with the local media and stakeholders in order to celebrate success • ensure that urgent communications or reputational matters are dealt with in liaison with executive leaders
Stakeholder engagement			
The Trust Board will • ensure that the views of all stakeholders inform their own work and that of the Trust	The CEO and ELT will • ensure that the views of all stakeholders are regularly canvassed and used to inform practice • develop meaningful approaches to reporting to all stakeholders • develop meaningful community engagement activities	APAs will • sign off each academy's parental engagement statement • ensure that stakeholder views are represented to the Board on an annual basis Executive leaders will • ensure that an effective parental engagement strategy is in place in each academy	The Principal will • develop and implement an effective parental engagement strategy
Equalities			
The Trust Board will • ensure that the Trust has due regard to its equalities duties in all aspects of work	The CEO and ELT will • implement a policy framework which promotes equality and is compliant with statutory duties • establish and review corporate equalities duties and objectives as required • ensure that individual academy equality plans are monitored		The Principal will • determine the academy equality plan and objectives and ensure that due regard is given in all aspects of the academy's work to equalities duties
Practicalities			
The Trust Board will • ensure that the Trust operates effectively and efficiently	The CEO and ELT will • agree proposals from Principals in regard to term dates and academy opening hours • make final decisions about short-term academy closures	Executive leaders will • monitor the impact of practical arrangements for running the academy	The Principal will • propose term dates and academy opening hours in line with local practice • outline any proposals for short-term academy closures to executive leaders



SECTION 6 – OUR FINANCIAL SCHEME OF DELEGATION

Where the table refers to 'Principal', this means the person listed on GIAS.

For any role listed below, the function could be carried out by someone more senior in their line management.

The approval chains are 'cumulative' (i.e. it is expected that all levels of management will have been involved in decisions before they reach the level of the final approval.

The Trust Board has agreed, within the scope of the Governance Scheme of Delegation above, that executive leaders may vary the specific limits in the tables below if statutory requirements dictate this. Any permanent amendments will be reflected in the next iteration of this document.

PROCUREMENT				
Delegated Duty	All academies	Procurement method	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 Chief Financial Officer and Chief Education Officers documented in the Finance Policy Manual) Authority to place orders and award contracts to the successful bidder. [Note: For over £50k, procurement to be managed by Chief Operations and Sustainability Officer] 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] Where approval has been granted for multi-year contracts, no further approval 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. Although Trustees are not required to approve contracts under £1,000,001, they will be made aware of any contracts awarded over £500,000 In emergency business continuity situations, premises staff are authorised to place orders up to £2,000 (or over, with the additional approval of the Estates Manager, the Health and Safety Manager or the Chief Operations and Sustainability Officer)	Up to £5,000 (primary) and up to £7,500 (secondary and special)	Single written quotation	Budget Holder	Budget Holder
	£5,000 (primary) or £7,500 (secondary and special) to £15,000	3 written quotes	Regional Finance Manager or Finance Manager	Budget Holder
	£15,000 to £25,000		Principal	Relevant ELT member
	£25,000 to £50,000		Chief Financial Officer and COSO	Chief Financial Officer and COSO
	£50,000 to £250,000	3 written competitive tenders	CEO	CEO
	£250,000 to £1,000,000		Trust Board	Trust Board
	Over £1,000,000			
Authority to accept other than the lowest quotation or tender			Chief Operations and Sustainability Officer	Chief Operations and Sustainability Officer

PEOPLE		
Delegated Duty & Financial Thresholds	Delegated Authority - Academy	Delegated Authority - Central
Authority to fill funded posts (and to sign off the relevant People form) that have been budgeted for with permanent or temporary staff Notes: - all recruitment will be managed through the standard central people process - whilst the budget 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	Principal Education Director, in the case of Principal	ELT member for relevant area, or DCEO / CEO 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 people process	Up to £25k gross annual salary (excluding on-costs) Principal	CEO Board - for any new roles, or material changes to existing roles, on the central ELT or for roles attracting an annual gross salary (excluding on-costs) of £100,000 or more
	Over £25k gross annual salary (excluding on-costs) Education Director The Chief People and Organisational Development Officer and Chief Financial Officer must also receive notification of the proposed change	
Authority to set up initial payroll for each academy for submission to payroll bureau	n/a	Chief People and Organisational Development Officer
Authority to approve additional hours / overtime for qualifying roles	Principal	ELT member
Authority to approve Special Payments (as defined in the Special Payments Policy): Note: Authority may only be granted after receiving approval from DfE if this is required in addition to the approvals below, the Chief People and Organisational Development Officer will sign off the legal contract for any special payments after securing authorisation as below.	n/a - for payments in relation to academy staff, see delegations in next column	
<i>Staff Severance Payments</i>		
• For up to a year's gross salary		CEO
• For over a year's gross salary		Trust Board
Redundancy dismissals 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.	n/a	Trust Board

PEOPLE		
Delegated Duty & Financial Thresholds	Delegated Authority - Academy	Delegated Authority - Central
Authority to dismiss members of staff		
For teaching staff (except Leadership), for Support staff of level 43 or lower	SLT member	ELT member
For teaching staff on leadership scale in academies, for support staff of greater than level 43 (with exception of more senior posts detailed below)	Principal	ELT member
For Principal, more senior member of Education directorate	N/A	Chief Education Officer
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, who are all equivalent to or more senior than the decision maker (the Chair must be more senior)	Appeal panel of 3, who are all equivalent to or more senior than the decision maker (the Chair must be more senior)
For ELT member	N/A	CEO
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
For CEO	N/A	Decision panel of 3 Trustees
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 who were not involved in the decision panel
Staff expenses Authority to approve claims for staff expenses and petty cash claims NB The claimant and authorising officer cannot be the same individual, and the authorising officer must be a more senior postholder	Principal or person with appropriate seniority delegated by the Principal such as SLT Member, Head of Department, Budget Holder or Line Manager	ELT member, (usually from the claimants' department) In the case of premises staff, this is delegated by the COSO to the RPM for their staff or the Estates Manager in the case of RPMs
		For expenses for ELT member, approval from line manager
		For CEO'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	Chief People and Organisational Development Officer, or CFO
Authority to instruct Payroll Bureau to process the BACS payments for each payroll	n/a	Chief People and Organisational Development Officer or CFO

Finance			
Delegated Duty & Financial Thresholds	Secondary Academies	Delegated Authority - Academy	Delegated Authority - Central
Approval of initial budget, for new academies joining the Trust	n/a	CEO, with subsequent ratification by Trust Board	n/a
Responsibility for keeping income/ expenditure within budgets approved by Trust Board	n/a		
a) At individual budget level (pay and/ or non-pay)		Budget Holder	
b) For the totality of services within a department		Head of Department / Year / School	ELT member for their allocated budget
c) For an academy as a whole		Principal	
d) For all academies		Chief Education Officers	
e) For the central team			CEO
f) For the Trust as a whole			CEO
Responsibility for maintaining revenue reserves at the minimum level required by the Reserves Policy:			
a) For an individual academy		Academy Principal	
b) For all academies		Chief Education Officers	
c) For the central team			CEO
d) For the Trust as a whole			CEO
Approval of investment in cash savings account	n/a	n/a	Up to £500k per account per institution: Chief Financial Officer Above £500k per account per institution: CEO or DCEO
Debt write offs require the approval of: (also seek approval where required by DfE as per requirements in the Academy Trust Handbook or Funding Agreements)	Up to £500	Academy Principal	Chief Financial Officer
	£500 to £10,000	Chief Financial Officer	Chief Financial Officer
	Over £10,000	DCEO	DCEO
Disposal of Assets with an original purchase price of: Note: also seek approval where required by DfE as per requirements in the Academies Trust Handbook or Funding Agreements	Up to £5,000	Academy Principal	Chief Financial Officer
	£5,000 to £20,000	Chief Financial Officer	Chief Financial Officer
	Over £20,000	DCEO	DCEO
Authority to approve compensation and ex gratia payments of any amount	CEO		

Signatories for cheques, other BACS payment authorisations (individual transactions within a payment run) and other bank transfers [For exceptions to this section, see the next section below]	Up to £25,000	In line with the bank mandate, two signatories from:
		Regional Finance Manager
		Deputy Principal or more senior member of their line management structure
		Academies Finance Manager
		Financial Accounting Manager
		Financial Controller or more senior member of their line management structure
	£25,001 to £75,000	As above, but one signature must be Chief Financial Officer or more senior
	£75,001 to £250,000	As above but one signature must be DCEO or more senior
	Over £250,000	As above but one signature must be Chair or Vice Chair of Trust Board
Exceptions to the above signing limits: - Payroll payover payments made by BACS - Bank transfers between accounts internal to the Trust - Bank transfers between the academy current account and academy deposit account, and vice-versa	n/a	With each of the listed exceptions: Up to £25,000: In line with the 'up to £25,000' category in the section above Over £25,000: One signature must be Chief Financial Officer, DCEO or CEO



GREENWOOD ACADEMIES TRUST

SECTION 7 – GOVERNANCE CODES

Governance Code of Conduct

We value the commitment and energy of all those who contribute to our governance. We believe it is important to behave professionally at all times and to ensure that we afford respect to all those with whom we come into contact.

This Code of Conduct applies to

- Members
- Trustees
- Academy Parent Ambassadors
- any other individuals to whom non-executive governance functions are delegated.

This Code of Conduct is deemed to have been accepted and agreed by anyone who agrees to serve within any part of our governance. We also expect those involved in governance to abide by our Staff Code of Conduct. Any breach of either Code may result in dismissal from a role within our governance.

Governance is a collective responsibility – hence the use of ‘we’ in this document. However, we also believe that those involved in governance are individually accountable – as a consequence, those involved in our governance must also abide by the staff code of conduct, which is a separate policy relating to behaviours.

We commit individually to:

- attend meetings – and be committed, accountable and active
- uphold the values and decisions of the Trust and be an ambassador for the Trust in all aspects of public and personal life, including on social media
- ensure that no aspect of our life outside the Trust may bring the Trust into disrepute or threaten the Trust’s ability to deliver its strategic and charitable objectives
- observe confidentiality
- avoid conflicts of interest and, where a conflict arises, declare any interests in proposed transactions or arrangements (including those related to people with whom we are connected)
- work collaboratively and corporately to fulfil the obligations of governance
- understand our responsibilities under company law and charity law
- promise to be the guardian of the charitable objects (the purpose) of the trust
- fulfil the expectations of a good employer and the contract of trust between the employer and those who are employed
- keep informed about the trust, its strengths, challenges and opportunities and its connection to and relationship with the schools and communities it serves
- hold the executive to account in a respectful and purposeful way
- agree to step down if unable to fulfil these expectations.

We also commit to the Seven Principles of Public Life.

- Selflessness: all our decisions are taken in the public interest.
- Integrity: we will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends.
- Objectivity: our decisions are taken impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- Accountability: we are comfortable submitting ourselves to external scrutiny.
- Openness: we take decisions in an open and transparent manner.
- Honesty: we are truthful in our actions, decisions and reporting.
- Leadership: we demonstrate the highest standards of public life in our individual and corporate behaviour.

We also adopt the *Academy Trust Governance Code*:

- Fundamental Principle
We are aware of and meet 'The Seven Principles of Public Life', understand the legal, regulatory and contractual obligations we must meet, and have regard to the statutory guidance issued by the Secretary of State.
- Principle 1: Delivering the Academy Trust Charitable Objects
The Trust's Articles of Association set out the Trust's charitable Objects and how those must be fulfilled. We are clear about our aims and ensure that they are being delivered effectively and sustainably.
- Principle 2: Leadership
We provide strategic governance in line with the aims and values of the Trust and engage effectively with its Members.
- Principle 3: Integrity.
We act with integrity, adopting values and creating a culture which helps achieve the Trust's charitable Objects. We are aware of the importance of public confidence and trust in Trusts and its academies, and we undertake our duties accordingly.
- Principle 4: Decision making, risk and control
We ensure that our decision-making processes are evidence informed, rigorous and timely and that effective delegation, control, risk assessment and management systems are set up and monitored. There is effective reporting at all levels of Trust governance to ensure decisions are taken at the correct level in accordance with the Articles of Association and Scheme of Delegation.
- Principle 5: Board effectiveness
We work as an effective team, using the appropriate balance of knowledge, skills, experiences and backgrounds to make informed decisions.
- Principle 6: Equality, diversity and inclusion
In ensuring the effective achievement of the Trust's charitable Objects, we have a clear, agreed and effective approach to advancing equality, diversity and inclusion throughout the Trust.
- Principle 7: Openness and accountability
We lead the Trust in being transparent and accountable. The Trust is open in its work, unless there is good reason for it not to be.



GREENWOOD ACADEMIES TRUST

Code of Practice for Trust Board and Committees

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

The Corporate Affairs Director will agree a schedule of Board and committee meetings at the start of the year and an annual agenda plan.

Trustees will agree at the first meeting of every academic year the membership of each committee, to ensure all committees are appropriately staffed.

Meetings will be clerked from within the Corporate Affairs team.

For each meeting, the Corporate Affairs Director will

- 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
- liaise with other members of the Executive to ensure that papers are prepared to the required standard and within the required timescale
- ensure that papers are uploaded to the Trustee SharePoint site and circulated to attendees at least one week before the meeting.

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 clearly state 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.

The following principles apply to the conduct of meetings.

- 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 DfE 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.

The following principles apply to the recording and reporting of meetings.

- The minutes of Trust Board and committee meetings shall be coordinated by the Corporate Affairs Director and circulated to all present before being approved formally at the following meeting.
- 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 available to the Trust Board 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 Corporate Affairs Director shall ensure that final papers and minutes from each meeting of the Trust Board and its committee are uploaded to the Trustee SharePoint site.



GREENWOOD ACADEMIES TRUST

Specific role overviews

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.

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 if anyone appears not to be committed or is ineffective in their role.

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

The role of the Chair is

- to ensure effective and efficient conduct of the Trustees' business, in line with the Code of Practice, and in particular to
 - agree with the CEO 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
 - 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)
 - 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 (e.g. those without a conflict of interest) are invited to do so
 - determine at Trust Board meetings whether any late items will be accepted onto the agenda
- to establish a constructive relationship between the Trust Board, its committees, the CEO and the DCEO, and in particular to
 - liaise with the CEO to keep an overview of the organisation's affairs and to provide support as appropriate
 - attend meetings with the CEO on a regular basis

- 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
- to coordinate and oversee Board level contributions to external reviews as necessary, including Ofsted inspections
- to represent the Trust at public occasions and make comments on behalf of the Trust to the press and other media
- to approve any transactions reserved for the Chair of the Trust Board in the Scheme of Delegation
- to ensure that the Vice-Chair of the Trust is sufficiently engaged in the functions undertaken by the Chair to enable the Vice-Chair to discharge the duties of the Chair if the Chair is absent or unavailable for a period of time.

The role of the Vice Chair is

- to support the Chair in delivering the above responsibilities
- to deliver on specific tasks as delegated by the Trust Board
- to approve transactions reserved for the Vice Chair of the Trust Board on the Scheme of Delegation
- 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.

The role of a Chair of Committee is

- to ensure effective and efficient conduct of the committee's business, and, in particular to
 - 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)
 - 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 (e.g. those without a conflict of interest) are invited to do so
 - determine at committee meetings whether any late items will be accepted on to the agenda
- to establish constructive relationships and to
 - liaise with the CEO, DCEO and the appropriate lead 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.