



BORDESLEY MULTI ACADEMY TRUST

GOVERNANCE & MANAGEMENT STRUCTURE, AND TERMS OF REFERENCE

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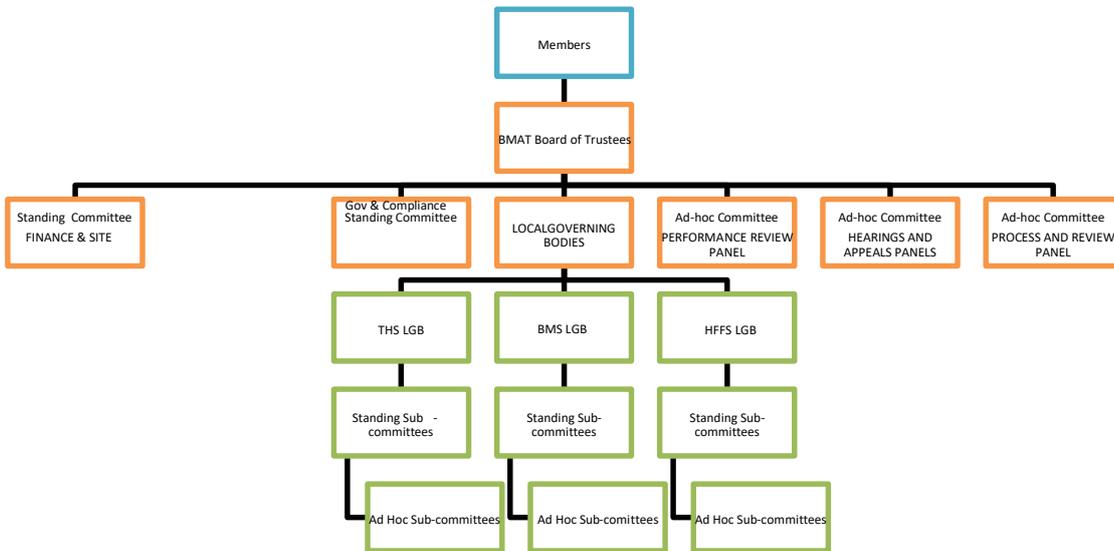


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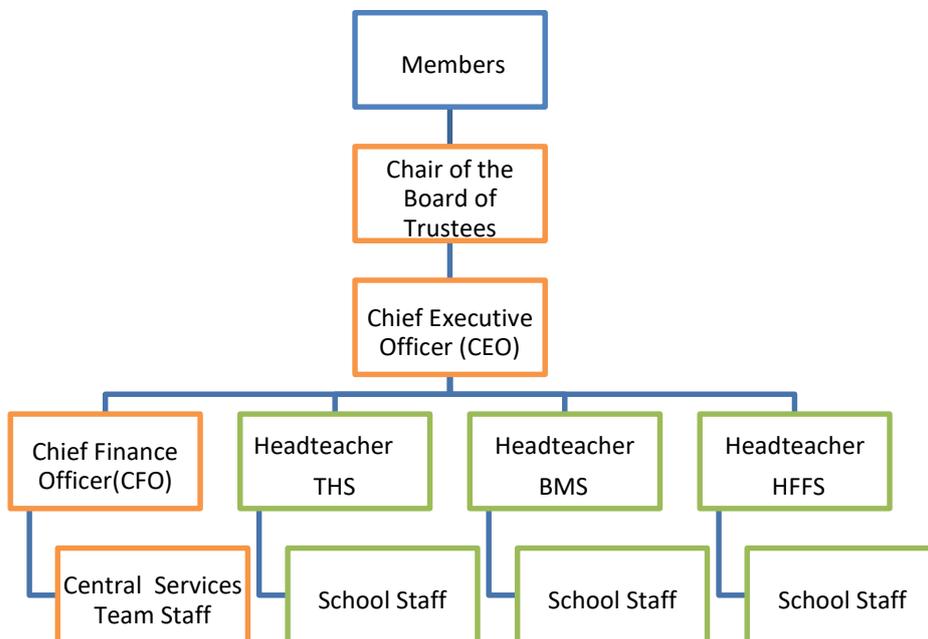
GOVERNANCE & MANAGEMENT STRUCTURE, AND TERMS OF REFERENCE

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Governance Structure



Senior Management Structure



Organisation

The Members of the Trust

The Members of BMAT are:

- The signatories to the Memorandum
- The Chair of the Trustees
- Additional Members appointed by the Members

Members are appointed/ removed by the Members.

There are three Members.

The Board of Trustees

The Board of Trustees comprises:

- Up to 9 Trustees appointed by the Members
- The CEO appointed by the Board of Trustees
- Co-opted Trustees appointed by Trustees who were appointed by the Members
- Up to 2 Parent Trustees elected by parents of children attending academies in the Trust (not used as there are parent local governors on LGBs)

The Board of Trustees appoints the CEO.

Trustees appointed by the **Members** may appoint co-opted trustees.

The Trustees are also the directors of BMAT.

The Board of Trustees keeps Members informed of the operation of the Trust through the Chair of the Board of Trustees, who is also a Member, and through the publication of Board minutes, agendas, papers and attendance information.

Local Governing Bodies

The composition of Local Governing Bodies (LGBs) is decided by the Board of Trustees and may be changed as the Board sees fit.

The Board's model for LGBs is:

- Trust Local Governors - in the majority, number decided by the Board
- Parent Local Governors - two
- Staff Local Governors - two
- The Principal/ Headteacher, ex officio

The Board intends to move to this model over time as current Local Governors' terms of office come to an end.

The Local Governors of each school in the Trust are appointed and, if required, are suspended/ removed by the Board of Trustees.

Parent and Staff Local Governors are elected. The Board of Trustees decides the recruitment process for the election of Parent Local Governors and Staff Local Governors and approves their appointment.

Chairs of LGBs meet informally with Members as and when necessary and may request an informal meeting with Members to raise concerns with them about the operation of the Board of Trustees if the need arises.

The names, appointment information, and attendance details of the Trust's Members, Trustees, and Local Governors are published on the Trust's website.

General Principles

Bordesley Multi Academy Trust is a charitable trust regulated by the DfE. As a multi academy trust Members, Trustees, and Local Governors of the Trust have different but complementary roles, responsibilities and duties within the Trust to safeguard the Trust's financial resources, ensure public money is well spent, and avoid real or perceived conflicts of interest.

The Chief Executive Officer (CEO) of the Trust is the Trust's Accounting Officer and as such is personally responsible to parliament for ensuring regularity, propriety, and value for money in the use of the Trust's funding. The CEO is supported in this by the Chief Finance Officer (CFO) and the Headteachers of the individual Schools.

The Trust's Board of Trustees, whilst remaining responsible for the proper use of the Trust's funding, is committed to ensuring schools in the Trust should be as autonomous as possible, have as much freedom as possible, and have maximum delegation of responsibility and decision making in the use of their budget.

The Trust operates in line with its Articles of Association, its Funding Agreement, advice from the Department for Education, and guidance from the Education and Skills Funding Agency. Members, Trustees, Local Governors and all Employees are expected to carry out their roles and responsibilities in line with the Code of Practice for Members, Trustees and Local Governors and the Code of Conduct for Employees and to always act in the best interest of the Trust.

The Board of Trustees will review its governance structures and scheme of delegation annually, in the summer term. The review will involve consultation with LGBs. The Board of Trustees will put in place effective arrangements for monitoring and evaluating the performance of Local Governing Bodies (LGBs), schools, the provision of Central Services and the Board of Trustees itself.

The Trust's Scheme of Delegation sets out the roles and responsibilities of the Members, and the delegated responsibilities of the Board of Trustees and its committees, LGBs and their sub-committees, the CEO, CFO and Headteachers. Actions taken under delegated authority must be reported to the next meeting of the Board of Trustees or the LGB, as appropriate. LGBs will report regularly and frequently to the Board of Trustees on performance and will make available all relevant data and information on performance and standards.

The Board of Trustees may withdraw all, or part, of any delegated authorities to a committee, including a LGB, an individual, or group at any time, as it sees fit.

The senior operational management team of the Trust comprises the CEO, CFO, and Headteachers. The CEO is the line manager of the CFO and Headteachers.

The Chair of the Board of Trustees line manages the CEO. The Board of Trustees is responsible for the recruitment, appointment and the performance management of the CEO, CFO, and Headteachers. Chairs of LGBs play a contributory role in the performance management of Headteachers.

Terms of Reference for the Members of BMAT

Purpose

Ensure effective governance of the Trust by the Board of Trustees.

Terms of Reference

Establish arrangements for:

- Holding general meetings and an Annual General Meeting (AGM).
- Amending by special resolution the Articles of Association, subject to any restriction created by the Trust's funding agreement or charities law.
- Appointing, by special resolution (which requires 75% of Members to agree) new Members or removing existing Members.
- Appointing Trustees as set out in the Trust's Articles of Association and removing any or all serving Trustees.
- Issuing, by special resolution, direction to the Trustees to take specific action.
- Appointing the Trust's auditors and receiving the Trust's annual audited accounts.
- Changing the name of the company and ultimately wind up the school Trust.

Membership

There are 3 Members. All except one Member is independent of the Board of Trustees. Members' names, biographies, appointment, and attendance details are set out in a separate document - *BMAT Members, Trustees and Local Governors* – which is updated annually at the end of each academic year and published on the Trust's website.

Term of Office: To be decided by Members.

Organisation: To meet at least annually and additionally as and when required. A meeting may be called by any Trustee or Member.

All Members, Trustees and the Trust's auditors must be notified of meetings and may attend. Trustees may speak at meetings but not vote.

Members present shall choose one of their number as Chair of the meeting. Quorum - two Members.

Disqualification: Any employee of the Trust.

Professional Advisers: To be decided by Members.

Terms of Reference for the Board of Trustees and its Committees

The term Trustee is used throughout to encompass the role of Director of the Company and Trustee of the Trust.

The term School is used to encompass statutory school provision and any other educational and/or childcare provision provided by schools in the Trust.

The Board of Trustees (*The Board*)

Purpose

Ensure the Trust's compliance with charity and company law, its Memorandum and Articles of Association, all other applicable legislation, and DfE and ESFA requirements relating to the Trust and its Academies.

Ensure proper and regular use of public funds and compliance with the Funding Agreement and ESFA Academies Financial Handbook, including the requirement to obtain ESFA approval for transactions detailed in section 5 of the Academies Financial Handbook 2020.

Ensure the Trust is solvent, well run, and meets the needs of pre-school children/ pupils/students and staff in its schools and users of any additional service provision.

Ensure the Trust acts in accordance with its constitution and powers, promotes the success of the Trust, and exercises sound judgement and diligence in all its affairs.

Ensure all Trustees are skilled in understanding, interpreting, and comparing school performance data, and at least one has an in-depth knowledge and understanding, and are kept fully apprised of the performance of each school at all times.

Ensure all Trustees have the skills, knowledge, and information to assess the Trust's financial performance, and at least one has an in-depth knowledge and understanding.

Ensure an effective training programme is in place for Trustees and local governors to develop their skills.

Ensure the CEO and all senior staff have the skills, knowledge, and experience to run the Trust and its individual Schools and to effectively manage its financial, human, and physical resources and assets.

Terms of Reference

Decide and approve the Trust's mission, vision, strategy and long-term business plan for "*advancing for the public benefit education in the United Kingdom by establishing, maintaining, carrying on, managing and developing mainstream academies offering a broad and balanced curriculum, alternative provision, 16-19 academies, or special educational provision*". (BMAT Articles).

Set key performance indicators (KPIs) and targets for the Trust and its Schools: monitor the Trust's performance against approved plans, key performance indicators and targets.

Decide the Trust's approach to, and approve, Trust-wide policies and procedures for the operation and performance of all Schools within the Trust.

Decide constitutional matters, including procedures where the Board has discretion.

Decide which functions of the Board will be delegated to committees, including LGBs, the CEO, Headteachers, groups and other individuals.

Establish the committees of the Board, including LGBs and their sub-committees, and determine their terms of reference.

Establish arrangements and procedures for:

- The recruitment and appointment of the CEO, CFO and Headteachers
- The recruitment and co-option of non-executive Trustees; the recruitment and appointment of a Patron and Parent Trustees (as and when required)
- The recruitment and appointment of the Company Secretary and Clerk to the Board
- The appointment of Trustees and other persons to standing committees and ad-hoc committees
- The identification of a Trustee to take leadership responsibility for safeguarding, including the Prevent Duty and any other specialist areas as required
- The recruitment and appointment of Local Governors (Trust Local Governors, Parent Local Governors, Staff Local Governors) to LGBs
- The suspension and removal of any Trustee, Patron, Local Governor, the Company Secretary and Clerk, and any other person appointed or co-opted by the Board
- Maintaining and publishing a register of Members, Trustees, Local Governors, and senior members of staff and their business and other interests and putting in place measures for avoiding conflicts of interest
- Holding at least three Board meetings a year
- Notifying the DfE (through DfE Sign In) of any changes to Members, Trustees and Local Governors, the CEO/Accounting Officer and the CFO
- Reviewing, annually, the effectiveness of the Trust's governance structure and arrangements
- Making available to all Schools in the Trust and the public, through publication on the Trust's website, agendas, papers, and minutes of meetings and attendance (except confidential information) of the Board and its committees, including LGBs
- Receiving reports from any committee, including LGBs, or individuals, or groups to whom a decision has been delegated and to consider whether any further action by the Board is necessary

Annually, in good time for the start of the academic year:

- Appoint the Chair and Vice Chair of the Board
- Appoint the Chair of each standing committee of the Board
- Appoint the Chair of each LGB
- Appoint/reappoint a Clerk to the Board and to each LGB
- Identify Trustees and Chairs of LGBs who are eligible for selection to Hearings & Appeals Panels, and any other panels as and when required
- Approve the register of Members, Trustees, Local Governors, and senior members of staff and their business and other interests for publication on the Trust's website
- Review the constitution, membership, Terms of Reference, and Scheme of Delegation of the Board and its committees, including LGBs

Education and Achievement

Establish the Trust's overall approach to and arrangements and procedures for:

- Monitoring and evaluating school performance and improvement including pre-school provision
- Providing support and challenge and holding the CEO and Headteachers to account
- Taking action to secure improvement/pace of improvement in schools, including obtaining external School Improvement Partners (SIPs) to provide support and/or an independent review and evaluation of the performance of the CEO and Headteachers
- Monitoring and evaluating the performance and standards of the Trust's schools - to include:
 - Data requirements to inform LGBs and the Board of standards and attainment
 - Setting KPIs and challenging targets for each school in the Trust; and
 - Trust-wide leadership and management arrangements.

Establish the Trust's overall approach to, and approve policies and procedures for:

- Marketing and communications
- Publication of information about the Trust and its Schools on the Trust's and individual School websites
- Complaints

Set the Trust's admissions policies and oversubscription criteria for each school.

Make arrangements for securing independent admission appeals and independent review panels for exclusion.

Identify the resources for and decide the number of pre-school and out-of-school club places to be made available and the arrangements for securing places; make decisions on the community use of school facilities.

Financial Planning and Controls

Financial Planning, Management and Procurement

Ensure the Trust develops effective and efficient systems and procedures for financial planning, internal controls, identifying and managing risk, monitoring and management, propriety, audit, and for observance and compliance with all financial regulations, ESFA guidance, and the Academies' Financial Handbook. This includes the requirement to seek prior approval from the ESFA in certain circumstances, including, but not limited to, novel, contentious and repercussive transactions; special/compensation payments; write offs; acquisition and disposal of fixed assets, leases, borrowing and related party transactions. Full details of the areas included in this requirement are in Section 5 of the Academies Financial Handbook 2020).

Set up the Trust's banking arrangements. Appoint the Trust's banker.

Approve the Financial Scheme of Delegation and financial authorities for the CEO, the CFO, and individual Schools.

Approve a 3-year financial plan. Approve an annual budget for each School (including, where applicable, additional budgets for pre-school and out-of-school club provision) and for the provision of MAT central services based on recommendation from the Finance Committee.

Receive a budget position statement, including virement decisions, and significant anomalies from the anticipated position at least termly.

Approve the Trust's annual audited accounts, ensure their submission to the Members, ESFA, Companies House and publication on the Trust's website in accordance with DfE requirements.

Establish the Trust's overall approach to, and approve policies and procedures for, the procurement of goods, works and services, and lettings and fees for the Trust as a whole and for individual Schools within the Trust. Ensure a competitive tendering policy is in place and is applied for all relevant procurement. Approve capital spend in accordance with the limits set out in the Scheme of Delegation.

Ensure the Trust establishes and maintains an up-to-date list of contracts and assets and an inventory of all furniture, equipment, machinery, vehicles and plant throughout the Trust and its Schools.

Receive reports and recommendations from the Finance Committee.

Ensure the Trust complies with all matters of regularity, propriety, and value for money in its use of public funds and any other monies and develops and implements effective financial policies and procedures.

Establish the Trust's internal audit procedures.

Have knowledge of, and act in accordance with, all current applicable DfE guidance and the Academies Financial Handbook. If the Board of Trustees does not meet six times in any year it must describe in its governance statement, accompanying the annual accounts, how effective financial oversight has been maintained.

Human Resources

Ensure the Trust complies with all legislation and develops and implements sound policies and procedures relating to the recruitment and employment of staff.

Establish arrangements, policies and procedures, for all matters relating to the recruitment and employment of staff to include:

- To recruit (in compliance with safeguarding requirements), remunerate, retain, performance manage, and develop all staff
- To establish and maintain a central record of recruitment and vetting checks
- To establish Trust-wide salary, pensions, severance, records, and terms and conditions policies and procedures
- Conduct, discipline, capability, grievance procedures
- Allegations of abuse against staff procedures
- Equalities information and objectives for publication- relating to the Trust's employees
- Accessibility
- Industrial relations
- Workforce succession planning
- Ensure that adequate staffing arrangements are in place for the provision of MAT central services

Establish arrangements for the recruitment, appointment, remuneration and performance management of the CEO, CFO, and Headteachers.

Buildings and Sites, Health and Safety, and ICT

Establish arrangements for developing, approving, implementing and reviewing:

- Improvement and maintenance plans (capital projects) for the Trust's buildings and sites and ICT
- Premises management policy and plans
- Plans for the purchase or disposal of any freehold property, and for granting or taking up of leasehold or tenancy of land or buildings
- Ancillary and additional services e.g. catering, cleaning and caretaking, community sports facilities, pre-school and out-of-school clubs

Establish arrangements for ensuring full compliance with all health and safety legislation and for developing, approving, implementing and reviewing policies and procedures for:

- Health, safety and security
- Data protection
- Freedom of information
- School food standards

Establish arrangements for ensuring that health and safety issues are appropriately prioritised for action and staff are appropriately trained.

Membership

Trustees' names, appointment, and attendance details are published on the Trust's website.

Term of Office: Trustees- four years. The CEO holds office ex-officio as long as s/he is in post. Any trustee can be re-elected or re-appointed.

Organisation: Chair and Vice-chair appointed annually by the Board. Quorum: three or one third of the total number of Trustees if greater. Two thirds of Trustees required to appoint or remove co-opted Trustees, remove the Chair, or appoint Parent Trustees. To meet at least three times a year and additionally as and when required as determined by the Board. Three trustees may requisition a meeting. One vote per trustee. The Chair has a casting vote.

Disqualification: A Trustee who is employed by the Trust may not be the Chair or Vice- chair. No employee other than the CEO should be a Trustee.

Professional Advisers to the Board of Trustees: The CEO of the trust, the CFO and any other member of staff with Trust-wide responsibilities, as appropriate, and any additional advisers as appropriate.

Responsibilities Delegated to the CEO and CFO: The CEO has delegated powers and duties in respect of the overall leadership, management, and achievement of the Trust and responsibility for ensuring the implementation of agreed policy.

Actions Delegated to the CEO and CFO – see below

Purpose

To provide the Board with assurances of compliance with DfE, ESFA and any other applicable statutory requirements.

To provide the Board with assurances over the suitability of, and compliance with, the Trust's financial systems, transactions and controls.

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

Terms of Reference

Overview

Ensure the Trust complies with all matters of regularity, propriety and value for money in its use of public funds and any other monies and develops and implements effective financial policies and procedures.

Ensure all funds received are used for their intended purposes.

Ensure the development of a business continuity plan.

Maintain a risk register based on comprehensive assessment of present and future strategic and operational risks. Have processes in place to ensure the escalation of identified risks.

Ensure the Trust develops effective and efficient systems and procedures for financial planning, internal controls, monitoring and management, propriety, audit, and for observance and compliance with all financial regulations, ESFA guidance, and the Academies Financial Handbook. This includes the requirement to seek prior approval from the ESFA in certain circumstances, including, but not limited to, novel, contentious and repercussive transactions; special/compensation payments; write offs; acquisition and disposal of fixed assets, leases, borrowing and related party transactions. Full details of the areas included in this requirement are in Section 5 of the Academies Financial Handbook 2020).

Ensure the Trust complies with all regulations relating to its buildings and sites, health and safety and ICT.

Advise the Board on any other general purposes matters, from time to time, as directed by the Board.

Controls, Audit, and Value for Money

Appoint, in accordance with the Trust's Scheme of Delegation and Authorities, an external auditor.

Monitor and review the performance of the external auditor; consider recommendations made by the external auditor and act accordingly.

Implement appropriate arrangements for internal audit processes; consider recommendations raised by the internal audit process and act accordingly.

Develop, monitor and review a Finance Policy which ensures that appropriate internal controls are in place for the Trust and individual Schools.

Review and approve the statements on regularity, propriety, and compliance by the Accounting Officer to be included in the annual report concerning internal controls and risk management, prior to consideration by the Board.

Financial Planning, Controls, Monitoring and Management

Recommend to the Board an effective scheme of financial delegation and financial authorities. Once approved, monitor its implementation throughout the Trust, report to the Board annually on its effectiveness and recommend any proposals for change.

Establish the Trust's policies and procedures, for approval by the Board. Once approved monitor their implementation across the Trust. To include:

- Accounting practices
- Asset management
- Income
- Procurement-- purchase of goods and services
- Authorising payroll and pension decisions
- Managing conflicts of interest
- Maintaining a register of, and publishing as appropriate, Members, Trustees, Local Governors, and senior staff's financial and other interests.
- Gifts and hospitality policy
- Employee and Member/Trustee/ Local Governor expenses policies
- Lettings and fees policy (including pre-school, out-of-school club provision, and community use of facilities)
- Staff severance and compensation payments procedures (with HR advice and guidance)
- Charging and remissions

Develop for approval by the Board a (minimum) three-year financial plan and an investment policy and strategy. Once approved, monitor and report on its implementation.

Scrutinise all annual returns to the ESFA and to Companies House before they are submitted to the Board for approval.

Recommend annually, for the Board's approval, a consolidated MAT and individual school budget plans for the forthcoming academic year, to meet the ESFA submission deadline of 31 July.

Recommend annually, for the Board's approval, budget plans for the provision of Trust-wide services and support.

Recommend annually, for the Board's approval, audited financial statements.

Ensure that any goods or services provided by the Trust or individual Schools are on a full cost recovery basis.

Receive and consider information about the financial performance of the Trust at least three times a year. Monitor budgets and significant virements at least termly. Report this to the Board at least termly and to the Chair of Trustees monthly.

Monitor pupil/student admission numbers overall and in each school. Make proposals to the Board for organisational change (i.e. changes in the number, age range, size and location of schools).

Have strategic oversight of bids for capital funding including a mechanism for prioritising projects. Monitor capital expenditure in accordance with the Finance Scheme of Delegation and report to the Board any noncompliance.

Procurement

Develop, for approval by the Board, the Trust's overall approach to, and policies and procedures for, the procurement of goods and services for the Trust as a whole and for individual Schools.

Ensure this includes a competitive tendering policy and compliance with best practice in procurement, the European Procurement Directive, and the requirements and guidance in the Academies Financial Handbook for regularity, propriety, and value for money.

Within the delegated limits, decide which goods and services will be procured centrally on behalf of all schools in the Trust and decide which goods and services may be procured, in line with the Trust's procurement and competitive tendering policy and list of approved suppliers, by individual Local Governing Bodies.

Develop a Scheme of Financial Delegation and authorities for all procurement activity and ensure that a manual of guidance is developed for staff: ensure all staff engaged in procurement have the appropriate skills and training to effectively procure and manage contracts for goods and services. Establish effective arrangements for monitoring procurement arrangements and compliance with the policy and procedures across the Trust.

Ensure that any contracts for services provided by a Trustee, or persons/bodies related to the Trustee, are properly procured and represent value for money. Ensure that any fees and consultancy rates included within any such contracts are provided with no element of profit, are reasonable, represent value for money and are good use of public funds.

Ensure that an up-to-date list of contracts and assets and an inventory of all furniture, equipment, machinery, vehicles and plant throughout the Trust and its Schools is established and maintained.

Risk Management and Business Continuity

Establish arrangements for:

- Conducting a comprehensive assessment of present and future risk, approving a risk register and risk mitigation plan; reporting termly on risk to the Board
- Developing, for the Board's approval, a contingency and business continuity plan. Once approved keep under review and update frequently
- Developing, for the Board's approval, a whistle blowing policy. Once approved ensure all employees, contractors and others, are made aware of it. Keep under review the adequacy and security of the Trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.

Buildings and Sites, Health and Safety, and ICT

Ensure that the Trust estate is managed in accordance with the terms of the lease and Articles of Association

Develop for the Board's approval and, once approved, ensure the implementation, monitoring and review of:

- Improvement and maintenance plans (capital projects) for the Trust's buildings, sites and ICT
- Statutory premises management policies and plans

Develop for the Board's approval and, once approved, ensure the implementation, monitoring and review of the following statutory policies:

- Health, safety and security
- Data protection
- Freedom of information

- School food standards (if applicable)

Advise the Board on matters relating to the development, management and operation of additional and ancillary services and provision, e.g. pre-school and out-of-school clubs, community use of sports facilities, catering, cleaning and caretaking.

Consider and make recommendations on any other general purposes matters not within the remit of another standing committee, from time to time, as directed by the Board.

Membership

Members of the Finance and Site Committee will be appointed by the Board and shall be made up of at least three Trustees. Additionally, persons who are not Trustees, with specialist skills and experience, may be appointed by the Board to the Committee provided that Trustees are in the majority. Consideration will be given to points 3.9 – 3.11 of the Academies Financial Handbook 2020 and Trustees will decide whether it is appropriate for employees to participate in meetings when audit matters are discussed.

Term of Office: Trustees and co-opted persons – four years. Trustees/co-opted persons who are not Trustees can be re-appointed.

Organisation: Chair appointed annually by the Board. Terms of reference, constitution and membership to be reviewed annually. Quorum: two trustees. One vote per Trustee/co-opted persons. The Chair has a casting vote. To meet at least termly and as and when required in addition as determined by the committee.

Professional Advisers to the Committee: CEO, CFO, and any additional advisers as appropriate.

Disqualification: Any Trustee who is a member of staff and any Trustee who provides goods and/or services to the trust.

Purpose

To establish, for approval by Members and The Board of Trustees, procedures for the effective recruitment and appointment of Members, Trustees, and Local Governors to the Trust, the Board of Trustees Local Governing Bodies and establish arrangements for their ongoing support and development.

To ensure procedures are in place for Local Governors to escalate concerns to Members about the operation of the Board of Trustees.

To make recommendations to Members on the appointment of new Members and the appointment/re-appointment of Trustees and to make recommendations to the Board of Trustees on the appointment of co-opted Trustees and Trust Local Governors.

To keep under review the Trust's governance structure and scheme of delegation and make proposals for change as required to the Board of Trustees.

To develop proposals, for approval by the Board of Trustees, for annually reviewing the effectiveness of the Trust's governance arrangements.

Context

The Trust's governance structure and arrangements comprise:

- **Members**- appointed by Members
- **Non-executive Trustees** of the Board of Trustees- appointed by the **Members** (up to 9)
- **Co-opted non-executive Trustees**- appointed by Trustees of the Board who themselves were appointed by Members
- **Parent Trustees**- elected/appointed by the Board of Trustees (at least 2 in number- NB not enacted if there are Parent Local Governors on LGBs)
- **The Executive Trustee** The CEO, ex officio- appointed by the Board of Trustees
- **Local Governors** (Trust Local Governors, Parent Local Governors, Staff Local Governors)- appointed/elected by the Board of Trustees to each LGB

All Members, Trustees and Local Governors must be 18 or over. Members are appointed for terms of office as determined by the Members. Non-executive Trustees/Co-opted Trustees are appointed for four years.

Terms of Reference

To develop for the Board of Trustees, and/or Members' approval, as appropriate:

- A Code of Conduct and Ethics for Employees
- A Code of Practice for Members, Trustees, and Local Governors
- Once approved ensure their implementation throughout the Trust; monitor, evaluate and report on their effectiveness
- A Recruitment/Appointment Pack for the recruitment and appointment/election of Members, Trustees, and Local Governors, in line with the Trust's Articles of Association, DfE guidance, and equality legislation
- Once approved ensure their implementation throughout the Trust, monitor, evaluate and report on their effectiveness
- Arrangements for the recruitment and appointment of the Chief Executive Officer (CEO), Headteachers, as required
- An Induction programme for all Members, Trustees and Local Governors
- Arrangements for the recruitment and appointment, by the Board, of a Company Secretary and a Clerk to the Board and to LGBs

- Arrangements for the ongoing training and development of Members, Trustees and Local Governors and annually review the programme's effectiveness and take-up
- Arrangements for Local Governors to escalate concerns to Members about the operation of the Board

Once the above are approved ensure their implementation throughout the Trust, monitor, evaluate and report on their effectiveness.

Annually review the effectiveness of the Trust's governance arrangements, clerking arrangements, and scheme of delegation including the contribution made by individual Trustees and Local Governors. The review will involve consultation with LGBs. Make recommendations for change, as required, and report findings to the Board of Trustees.

Annually, usually in the summer term for implementation at the start of the next academic year, recommend to the Board of Trustees individuals to be appointed/reappointed as the Chair of the Board, Chairs of the Board's Standing Committees, and Chairs of each LGB.

Regularly, normally biennially, carry out a skills audit and equality audit of Trustees and Local Governors. Report the findings to the Board of Trustees and make recommendations for addressing any skills gaps and inequalities through new appointments and/or training.

Arrange, as required, informal meetings of the Chairs of the LGBs with one or more Members to discuss the operation of the Board and to raise/escalate any concerns Local Governing Bodies may have.

Develop a succession plan for governance and develop and maintain a database of suitable persons who could be appointed as Members, Trustees or Local Governors of the trust.

Annually review the register of interests of Members, Trustees, and Local Governors and the declarations of interests made in meetings. Report any concerns to the Board of Trustees.

Ensure the DfE is notified of any changes of Members, Trustees and Local Governors as soon as changes are made.

Recommend a Trustee to the Board, to take responsibility for ensuring safeguarding procedures are in place across the Trust and ensure each LGB nominates a Local Governor to be responsible for ensuring compliance with statutory requirements relating to SEND and Safeguarding.

Review and report to the Board on the number and type of complaints made each year and to publish this on the Trust/Schools' websites.

Raise awareness throughout the Trust of the governance structure, scheme of delegation, trust wide policies and procedures and ensure compliance with the aforementioned.

Membership

The Board of Trustees will appoint at least three and a maximum of five non-executive Trustees to the Committee, one of whom should be the Chair of Trustees who is also a Member, and one should have business expertise.

The Board may appoint additional persons to the Committee who are not Trustees as long as the Trustees are in the majority.

Professional Advisers: The CEO and any additional advisers as deemed necessary by the Committee. Advisers may not vote.

Term of Office: Four years.

Organisation: Chair appointed annually by the Board of Trustees. One vote per trustee. The Chair has a casting vote. Terms of reference, constitution and membership to be reviewed annually by the Board.

Quorum: At least three Trustees.

Disqualification: Employees of the trust.

Ad-hoc Committee - Performance Review Panel

Purpose

To carry out an annual performance and pay review, in line with the Trust's procedures, of the CEO and Headteachers.

Terms of Reference

To review, in the autumn term annually, the performance of the CEO and Headteachers.

To award/recommend, or not, following the performance review of the CEO and Headteachers, a pay increase in line with the Trust's Pay Policy.

To report the action taken to the Board of Trustees.

Membership

Performance/ Pay Review of: CEO

- Chair of the Board
- Vice Chair of the Board
- Chair of the THS LGB (as applicable)

Performance/ Pay Review of: A Headteacher

- Chair of the Board
- Vice Chair of the Board
- Chair of the relevant LGB
- Chief Executive Officer (CEO)

Performance/ Pay Review of: The Chief Finance Officer (CFO)

- Chair of the Board
- Vice Chair of the Board and/or
- Chair of the Finance And Site Committee
- (CEO)

Membership: As above

Organisation: Chair appointed annually by the Board of Trustees usually at the end of the summer term/ beginning of the autumn term. One vote per Trustee/Local Governor. The Chair has a casting vote.

Terms of reference, constitution and membership to be reviewed annually by the Board.

Professional Advisers: School Improvement Partners (SIPs) for each school.

Appeals: Appeals against a decision of the Panel will be progressed through the Trust's grievance procedure/Pay Policy.

Ad-hoc Committee- Process and Review Panel

Purpose

To make any decision relating to a complaint about the operation of a School in line with Stage Four of the Trust's Complaints Policy and procedures.

Terms of Reference

To consider whether or not a school has properly followed the Complaints Policy and procedures when the complainant is dissatisfied with the decision of the LGB.

To report the outcomes to the complainant, the LGB, and, when relevant, to the persons at whom the complaint was directed.

To report any action taken to the next meeting of the Board following the hearing.

Membership: The Board of Trustees shall each year identify Trustees and others, including Local Governors, who are eligible for appointment to the Process and Review Panel.

Each panel will comprise at least three persons, the majority of whom must be Trustees and one person must be independent of the leadership and management of the school/ LGB involved in the complaint. A majority on each panel must be Trustees.

The Clerk to the Board of Trustees will arrange for at least three persons from those identified to form each panel.

Organisation: each panel shall appoint one of their number to be the Chair. One vote per Trustee/Local Governor. The Chair has a casting vote. Terms of Reference, constitution and membership to be reviewed annually by the Board.

Disqualification: employees of the trust.

Ad Hoc Committees - Hearings and Appeals Panels

Purpose

To form first hearing and/or appeal panels for relevant matters as and when required.

Terms of Reference:

- To make any decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy hearings and appeals, where the CEO is the subject of the action
- To make any decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy hearings and appeals, relating to any member of staff with Trust-wide responsibilities other than the CEO, *(unless delegated to the Chief Executive Officer)*
- To make any decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy hearings and appeals, relating to Headteachers
- To report the outcome of all hearings and appeals to the Board

Membership: The Board shall, each year in good time for the start of the academic year, identify Trustees and Chairs of LGBs who are eligible for appointment to hearings and appeals panels. The Clerk to the Board will arrange for three Trustees or two Trustees and the Chair of an LGB, as appropriate and in line with the relevant HR procedure, from this group to form each panel. No person may sit on both panels dealing with the same matter.

Disqualification: The CEO and any Trustee/Local Governor with any direct involvement in the focus of any grievance, disciplinary, capability, redundancy, or any other relevant matter.

Organisation: Each panel shall appoint one of their number as Chair. One vote per Trustee/Local Governor. The Chair has a casting vote. Terms of Reference, membership and constitution to be reviewed annually by the Board.

Quorum: Three

Professional Advisers to the Committee: CFO and any additional advisers as appropriate.

Terms of Reference for a Local Governing Body (LGB) and its Sub-committees

The purpose and terms of reference of BMAT Local Governing Bodies and their sub-committees are set out below.

A Local Governing Body may not change these terms of reference.

A Local Governing Body and/or a Sub-committee of the Local Governing Body may form working parties, from time to time, to provide additional scrutiny on a particular matter e.g. Pupil Premium, SEND, EYFS. Working parties should report back to the LGB/Sub-committee, as appropriate, for decision making/approval of recommendations.

Meetings of an LGB and any sub-committees should be clerked by an appropriately qualified person appointed by the LGB.

The term School is used to encompass statutory school provision and any other educational and/or childcare provision provided by Schools in the Trust.

The Local Governing Body

Purpose

The LGB's role is to exercise leadership on behalf of the Trust in the running of an individual school, to provide information to the Trust on the operation and performance of the school and to exercise its responsibilities and powers in partnership with the Headteacher, other school and trust-wide staff, and the Trust's Members and Trustees.

The LGB and the Headteacher have full delegated responsibility for the strategic direction and day-to-day leadership and management of the school.

Each LGB has a key role to play in the overall development and success of the Trust and in contributing to joint working and sharing best practice between Schools in the Trust.

In line with the overall vision, strategy, ethos, and broad policy framework of the Trust the LGB will:

- Help the School to set high standards by planning for the future, set the direction for each School, agree targets for improvement and monitor and evaluate its performance
- Be a critical friend to the Headteacher and senior leaders, accelerating the pace and rate of improvement and the achievement of all children/pupils/students, as applicable
- Set the School's standards of conduct and values
- Ensure sound management and administration of the School and ensure all staff have the appropriate qualifications, skills, experience, and training to carry out their duties
- Ensure compliance with all employment related statutory requirements and the Trust's HR policies and procedures
- Ensure compliance with all building and site, health and safety, ICT and data protection regulations and the Trust's related policies, procedures, and plans
- Ensure compliance with all financial, statutory and regulatory requirements in the use of the School's GAG funding and any additional monies
- Help the School respond to, and meet, the needs of parents and the wider local community
- Ensure the effective and efficient delivery of additional and ancillary services

- Ensure all Local Governors are skilled in understanding, interpreting, and comparing school performance, attendance, admissions, and exclusions data and are kept fully apprised of the performance of the School at all times
- Ensure all Local Governors have the skills, knowledge, and information to assess the School's financial performance

Terms of Reference

Governance

Set out and approve the School's mission, vision, strategy and long-term development plan in line with the Trust's overall mission and vision.

Ensure that the School contributes significantly to the overall development and success of the Trust.

Monitor key performance indicators and annual targets for the School, as agreed by the Board. Monitor progress made and take action if KPIs and targets are not being met. Report progress to CEO and Board.

Approve the School's development/improvement plan, to be developed by the Headteacher and agreed with the CEO. Monitor overall performance and the achievement of objectives, targets, and key performance indicators, and ensure that plans for improvement are acted upon; report progress to the CEO/Board and provide all required data.

In line with the Trust's arrangements for performance management, support and challenge the Headteacher, and senior leadership team to continually improve outcomes. Receive and act on an annual report on the performance of the Headteacher and senior leaders.

Advise the trust Board of Trustees of any concerns about the running of the school that cannot be resolved by the LGB and of any suspicions of fraud and irregularity.

Adopt and ensure the implementation of Trust-wide policies and procedures within the School. Monitor their implementation and evaluate and report on their impact to the CEO.

Approve school specific policies and procedures, ensure and monitor their implementation, and evaluate their impact.

In line with the Trust's governance arrangements, policies and procedures, and scheme of delegation for the LGB:

- Hold at least three LGB meetings and at least three meetings of each sub-committee a year
- Annually, in good time for the commencement of the new academic year:
 - Appoint a Vice-chair of the LGB
 - Appoint the Chairs of the LGB's sub-committees
 - Appoint a person (s) to clerk LGB sub-committee meetings
 - Identify Local Governors who are eligible for selection to hearings and appeals panels as required
- Establish standing and ad-hoc sub-committees in line with the terms of reference; appoint Local Governors to these sub-committees

- Nominate Local Governors to take specific responsibility for safeguarding, SEND, and any other areas required in line with any statutory requirement. Ensure that these Local Governors undertake training to ensure they are equipped to carry out this role effectively
- Receive reports and recommendations from any sub-committee, group, or individual to whom an action or decision has been delegated to agree the recommendation, ratify the decision, or consider whether any further action by the Local Governing Body is necessary
- Carry out and report on all duties and responsibilities delegated to the LGB by the Board
- Make decisions on any other constitutional matter in which the LGB has discretion
- Maintain and publish, through the Trust's Clerk, a register of Local Governors' and senior members of staff's business and other interests and adhere to procedures for registering and managing conflicts of interest
- Ensure the School complies with its legal and statutory requirements
- Publish agendas, papers, minutes of meetings (except confidential matters), and attendance information of the LGB and its sub-committees in line with the Trust's arrangements

Review and report to the Board on the effectiveness of the composition, membership, and Terms of Reference of the LGB annually.

Ensure that new Local Governors take part in the Trust's induction programme. Ensure that Local Governors take up the Trust's Local Governor training programme to develop their skills and experience and improve the effectiveness of the LGB.

Membership: names, biographies, appointment, and attendance details of Local governors are set out in a separate document- *BMAT Members, Trustees and Local Governors* – which is updated annually at the end of each academic year and published on the Trust's website.

New/replacement Local Governors will be appointed/elected by the Board of Trustees. The Board of Trustees appoints the Chair of the LGB annually. The LGB appoints the Vice-Chair and Chairs of sub-committees annually.

Term of Office: four years. The Headteacher holds office ex-officio as long as s/he is in post. Local Governors can be re-elected or re-appointed.

Organisation: Terms of reference, constitution, and membership to be reviewed annually by the Board.

Quorum: more than 50% of Local Governors eligible to vote. One vote per Local Governor. The Chair has a casting vote.

The Headteacher and CEO or their deputies, have the right to attend all meetings of a Local Governing Body and its sub-committees.

Professional Advisers to the Local Governing Body: the Headteacher, the CEO, the CFO and any other member of staff with trust wide responsibilities, as appropriate, and any additional advisers as appropriate.

Responsibilities Delegated to the Headteachers: the Headteacher has delegated powers and duties in respect of the overall leadership, management, and achievement of the school and responsibility for ensuring the implementation of agreed policy.

See below- *Actions Delegated to School/Headteachers.*

Purpose

In line with the Trust's arrangements: monitor, evaluate, and report to the LGB on the implementation and impact of the School's curriculum and the quality of teaching and learning on targets and pre-school children/pupil/student attainment, achievement, standards, as applicable.

Maintain a consistent focus on checking the effectiveness of the School's development/ improvement plan.

Recognise and celebrate achievement.

Maintain a consistent focus on checking the adequacy of the School's safeguarding and child protection measures including the Prevent duty.

Monitor, evaluate, and report to the LGB on:

- the implementation and impact of the School's behaviour and welfare policies and plans on pre-school children/pupil/student progress, achievement, standards, and attendance
- the appropriateness of the Trust's admissions policy and procedures
- complaints
- the effectiveness of the School's marketing, communications and partnership working practices

Terms of Reference

Education

Recommend to the LGB, for approval by the Board of Trustees, targets for educational attainment and standards. Monitor and report to the LGB on the achievement of targets and preschool children/pupil/student progress, as applicable.

Review and recommend to the LGB for approval the School's curriculum policy and development/improvement plan.

Ensure the sufficiency and adequacy of data and information relating to standards and attainment.

Monitor, evaluate and report progress to the LGB on:

- The effectiveness of the School's leadership and management, curriculum policy and the quality of teaching and learning and their impact on pre-school children/pupil/student progress and outcomes, as applicable
- The School's compliance with statutory requirements relating to the curriculum, including RE/collective worship, SEND, sex and relationship education and Early Years Foundation Stage (EYFS), as appropriate, and for looked after children (LAC)
- The effectiveness of policies and provision for pre-school children/pupils/students with SEND, as applicable and other needs and the impact of targeted funding e.g. pupil premium on pupil/student progress and attainment
- The resources required to deliver the curriculum and extracurricular activities and secure improvement in each school. Assess the impact of school improvement services and support, and the professional development of staff (CPD) on pre-school children/pupil/ student outcomes, as applicable. Assess the impact of extracurricular activities on pupil/student attainment
- The quality of the School's premises and the learning environment and their fitness for purpose: establish and implement, working with the CEO and the Headteacher, a programme of improvement within funding constraints
- Preparedness for Ofsted inspections

Welfare

Review and recommend for approval to the LGB the School's child protection, safeguarding and attendance policies and procedures.

Review and recommend to the LGB for approval the School's behaviour principles and policy, classroom management, pupil/student welfare and reward policies and procedures, home/school agreements (where used), and attendance strategies.

Ensure the School implements the Trust's complaints policy and procedures.

Once policies, procedures, plans are approved or adopted by the LGB monitor, evaluate and report to the LGB on:

- The adequacy of safeguarding and child protection procedures
- The impact of the School's behaviour, classroom management, pupil/student welfare and reward policies and procedures and home/school agreements (where used) on attendance and behaviour and attainment: check that pre-school children/pupils/students, as applicable, feel safe and secure in the school
- How well the School responds to the needs of parents and the community
- The nature of complaints

Admissions

Monitor the impact of the School's PAN, and the Trust's admissions policy and oversubscription criteria and propose changes, as required, to the LGB and the Board.

Make arrangements for consulting on and publicising the admissions arrangements for the School, liaising with the Local Authority, and ranking applications when oversubscribed. Ensure the adequacy of the school's register of pupil admissions.

Pre-school and Out-of-School Club Provision

Recommend to the LGB and the CEO proposals for the number of pre-school and out-of-school club places and arrangements for offering places, on an annual basis.

Advise the LGB on, and monitor and review the resources, quality, and delivery of, pre-school and out of school club provision in line with the School Development/Improvement Plan.

Marketing and Communications and Partnerships

In line with the Trust's marketing and communication policy and procedures ensure all required information about the School is made available on the School's website and additionally as required.

Once policies, procedures, plans are approved/adopted monitor, evaluate and report to the LGB on:

- The effectiveness of arrangements for marketing and communications and the publication of information
- The views of parents and pre-school children/pupils/students, as appropriate, about the ethos and quality of provision in the school and take action to address issues raised and make proposals for improvements
- The effectiveness of partnership working and sharing of best practice with other schools in the Trust, other local schools/academies, the Local Authority, and other agencies

Key Performance Indicators and Targets

Support and monitor the attainment of key performance indicators and targets within the remit of this sub-committee; report progress to the LGB.

Policies, Procedures, and Plans

Develop and/or regularly review and evaluate the effectiveness of all trust-wide, framework, or school specific policies and procedures within the remit of this sub-committee.

Membership: a minimum of three Local Governors.

The LGB appoints the Chair of the sub-committee annually.

Term of Office: Four years. Local Governors can be re-elected or re-appointed.

Organisation: Terms of reference, constitution, and membership to be reviewed annually by the Board of Trustees. To meet at least three times a year. Quorum: three. One vote per Local Governor. The Chair has a casting vote. Headteacher and the CEO or their deputies, have the right to attend all sub-committee meetings.

Professional Advisers to the Sub-committee: Headteacher of the School, senior staff with responsibilities within the remit of the sub-committee, the CEO of the Trust and any additional advisers, as appropriate.

Purpose

In line with the Trust's arrangements monitor, evaluate, and report to the LGB on the implementation and impact of the Trust's human resources policies and plans on the attainment, achievement, and standards of pre-school children/pupils/students, as applicable; and on the recruitment, retention, development and well-being of staff.

Terms of Reference

Ensure the Trust's human resources related policies and procedures including procedures for managing staff discipline, conduct and grievance and procedures for dealing with allegations of abuse against staff, and a Single Central Record (SCR) of recruitment and vetting checks is in place: monitor and report to the LGB on their suitability and impact.

Establish and annually review the staffing structure and establishment in line with the School's curriculum plan and budget, including pre-school and out-of-school-club provision, as applicable, for approval by the LGB.

Ensure the Trust's guidelines and best practice are followed in all recruitment procedures particularly those relating to the safeguarding of children.

Ensure all staff appointments are in line with the staffing establishment and the scheme of financial delegation. Monitor compliance.

Review the pay of all staff, except the Headteacher, annually in line with the Trust's pay policy and make recommendations to the LGB: once agreed ensure changes are enacted.

Key Performance Indicators and Targets

Support and monitor the attainment of key performance indicators and targets within the remit of the sub-committee.

Policies, Procedures, and Plans

Develop and/or regularly review and evaluate the effectiveness of all trust-wide, framework, or school specific policies and procedures within the remit of this sub-committee.

Membership: a minimum of three Local Governors.

The LGB appoints the chair of the sub-committee annually.

Term of Office: Four years. Local Governors can be re-elected or re-appointed.

Organisation: Terms of reference, constitution, and membership to be reviewed annually by the Board. Quorum: three. To meet at least three times a year. One vote per Local Governor. The Chair has a casting vote. The Headteacher and CEO, the CFO, or their deputies, have the right to attend all subcommittee meetings.

Professional Advisers to the Sub-committee: Headteacher of the school, senior staff with responsibilities within the remit of the sub-committee, the CEO and the Trust's CFO, and any additional advisers as appropriate.

Ad-hoc Sub-committees - Hearings and Appeals Panels

Purpose

To form first and appeal sub-committees for relevant staffing, admissions, exclusions, and complaints matters.

Terms of Reference:

In line with the Trust's human resources policies for school-based staff, school admissions policy, and pupil/student behaviour policies, and the Trust's complaints policy to:

- Make any decisions under the Trust's personnel procedures e.g. staff appointments, disciplinary, grievance, capability and redundancy hearings and appeals, relating to any member of staff other than the Headteacher (*unless delegated to the Headteacher*).
- Make decisions relating to admissions to the school, excluding appeals
- Make any decisions relating to fixed term exclusions and to the confirmation, review and/or reconsideration (in cases where the independent review panel makes this judgement) of the permanent exclusion of a pupil/ student.
[NB the Board makes arrangements for independent review panels for exclusions and independent admission appeals panels.]
- Make any decisions regarding complaints which are referred to the Local Governing Body.

Membership: The LGB shall, each year in good time for the start of the academic year, identify Local Governors who are eligible for appointment to hearings and appeals panels. The Clerk appointed by the LGB will arrange for at least three Local Governors from this group to form each panel. No person may sit on both panels dealing with the same matter.

Disqualification: The Headteacher, and any Local Governor with any direct involvement in the focus of any grievance, disciplinary, capability, redundancy, or complaint matter.

Organisation: Each panel shall appoint one of their number as Chair. One vote per Local Governor. The Chair has a casting vote. Terms of reference, membership, and constitution to be reviewed annually by the Board.

Quorum: three.

Professional Advisers to the Panels: the Headteacher, the CEO, the CFO, and any additional advisers, as appropriate.