



SARACENS MULTI-ACADEMY TRUST

GOVERNANCE PLAN

Responsibility of (<i>see policy tracking sheet</i>):	Trust Board
Approved by:	Trust Board
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1. Introduction

Saracens Multi-Academy Trust Limited (SMAT) is a private company limited by guarantee (number 10646649), first registered on 1st March 2017. Its formation was sponsored by Saracens Limited. It is also an exempt charity which is not required to be registered with the Charity Commission.

A summary of the objects of the company are to:

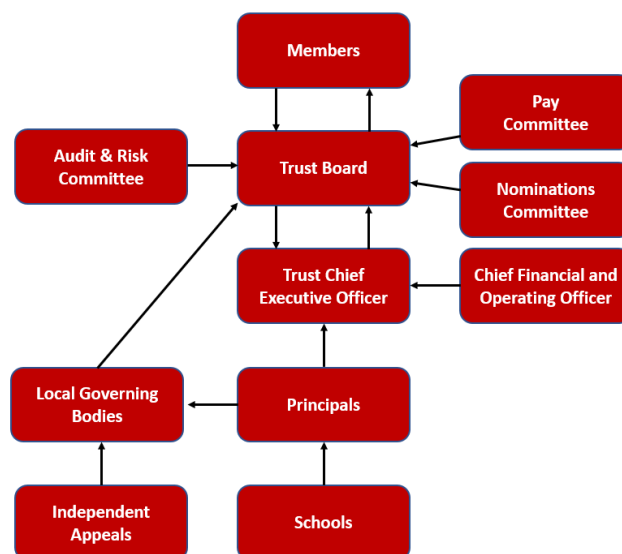
- Establish mainstream academies offering a broad and balanced curriculum (Mainstream Academies)
- Establish alternative provision academies for children who may not be able to access education in mainstream academies by reason of illness or exclusion from school or some other reason (Alternative Provision Academies)
- Establish academies for pupils aged 16 to 19 (16 to 19 Academies)
- Establish schools for children with special educational needs (Special Academies)
- Promote the provision of facilities for recreation or other leisure activities for the local communities in the vicinity of each academy.

The SMAT must ensure that each academy is at the heart of its community, promotes cultural cohesion and shares its facilities with other schools and the wider community.

2. Governance of Saracens Multi-Academy Trust (SMAT)

SMAT has been established to run multiple academies and has three main layers of governance; the Members of the Trust, the Trust Board, and the Local Governing Bodies (LGBs). The Trust Board has chosen to delegate some of its functions to the Chief Executive Officer (CEO), LGBs of each school and other committees. Details of this delegation are detailed in this document. The aim of this plan is to ensure that there is no duplication of roles between the Trust Board, CEO, LGBs, and other committees. This plan has been prepared in accordance with the Academy Trust Governance Guide 2024 and the Academy Trust Handbook 2023.

The governance structure of the Trust is shown in this diagram:



Details of the schools' structure and governance are published on the Trust and school websites.

3. Community Engagement

The Trust has a duty to promote community cohesion and promote the values of democracy, the rule of law, individual liberty and mutual respect and tolerance for those with different faiths and beliefs. Through its LGBs and the Principal of each school, the Trust is connected to and answerable to its community. The Principals regularly communicate with parents and carers through parent/teacher consultations, the school website, social media, subject specific emails, and newsletters. The LGBs and Principals may seek parental and carer opinions of specific subjects through surveys and other means and use the results to inform their decision making. Feedback to inform the Trust's governance and decision-making is through the CEO, the Principals, staff, pupils, and Governors participate in community activities.

4. Vision of Saracens Multi-Academy Trust

Enriching lives through education by developing lifelong learners who will thrive in life beyond school.

5. Ethos

To realise our vision, we embrace and live our core Saracens Values of Discipline, Honesty, Hard Work and Humility by:

- Ensuring our schools are orderly, safe, and joyful places where our pupils are governed and guided in their behaviour by fair and sensible principles
- Empowering our staff to embrace the latest thinking and use teaching styles that reflect the culture of success and commitment to character development, with achievement celebrated as warmly as attainment
- Retaining a focus on supporting those communities most in need, striving for equality of opportunity for all. Build community hubs around our schools, through mutually benefitting partnerships with local businesses, organisations, and individuals
- Insisting on an honest appraisal of the efforts and attitude of staff in their work and pupils in all areas of their education and school life
- Creating an environment where all members of the school community work incredibly hard to fulfil the potential of each individual and strive for continuous improvement in everything that we do
- Placing equal emphasis on character education and enrichment as academic attainment, so that pupils are prepared for life beyond school
- Creating a quality of life for all staff and pupils that is both enjoyable and impactful, to make memories that they take pride in and cherish for the rest of their lives
- Utilising the networks of the broader Saracens family to strengthen our school communities
- Achieving our outcomes sustainably, through strong financial governance and protecting and nurturing our surrounding environment.

6. Safeguarding

Safeguarding arrangements at SMAT are embedded into everything the Trust does and are underpinned by five key principles:

- Safeguarding is everyone's responsibility: all Trustees, staff, Governors, and volunteers should play their full part in keeping children safe
- We aim to protect children using national, local, and school child protection procedures

- We aim to work in partnership and have an important role in multi-agency safeguarding arrangements, as set out in Working Together 2023
- That all Trustees, staff, Governors, and volunteers have a clear understanding regarding abuse and neglect in all forms; including how to identify, respond and report. This also includes knowledge in the process for allegations against professionals. Trustees, staff, Governors, and volunteers should feel confident that they can report all matters of Safeguarding concern in any school where the information will be dealt with swiftly and securely, always following the correct procedures with the safety and wellbeing of the children in mind
- That we operate a child-centred approach: a clear understanding of the needs, wishes, views and voices of children.

All Trustees, Governors, staff, and volunteers undertake safeguarding training (including Prevent) when they join the Trust, followed by regular (usually annual) update training. Full details of individual responsibilities are detailed in the Trust's Child Protection and Safeguarding Policy (published on the Trust and school websites).

Each LGB ensures that each school has a nominated Link Governor for Child Protection and Safeguarding who can also provide a link to the Local Authority on matters of Safeguarding in their school, liaising with other partners and agencies. All Trust schools have a nominated Link Governor for SEND. Secondary schools also have a Link Governor for Careers Education and Guidance. LGBs may also choose to have other Link Governors for specific areas of responsibility.

Each school has at least one Designated Safeguarding Lead(s) [DSL] for Child Protection, appointed from the Senior Leadership Team who is fully equipped and trained to undertake this safeguarding role.

The Trust has a Lead Trustee for Safeguarding who works with the nominated Link Governors for Child Protection and Safeguarding and the DSLs to develop and maintain best practice in Safeguarding and training within the Trust. The Trust has a Lead Trustee for SEND who works with the nominated Link Governors for SEND and the SENDCOs to develop and maintain best practice in special needs education and training within the Trust. To avoid duplication of responsibilities, whilst there is only one secondary school within the Trust, the Trust has decided not to appoint a Link Trustee for Careers Education and Guidance, as this duty is fulfilled by the Link Governor at Saracens High School.

7. Equality, Diversity and Inclusion

SMAT is an inclusive organisation committed to equality of opportunity for all its volunteers, staff, pupils and prospective pupils. It will abide by its duties as an employer and provider of education under the Equalities Act 2010. It will also comply with its public sector equalities duties by:

- eliminating unlawful discrimination, harassment and victimisation and other prohibited acts; and
- advancing equality of opportunity and fostering good relations between people who share a protected characteristic and those who do not.

SMAT will publish Equality Objectives at least every four years and report on its progress in achieving them. The Trust will make reasonable adjustments to help alleviate any substantial disadvantage to a disabled person.

8. Data Protection and GDPR

SMAT and its schools aim to ensure that all personal data collected about staff, pupils, parents,

Trustees, Governors, visitors and other individuals is collected, stored and processed in accordance with the General Data Protection Regulation (GDPR) and the provisions of the Data Protection Act 2018 (DPA 2018).

The Trust Board has overall responsibility for ensuring that the Trust and the schools comply with all relevant data protection obligations.

To ensure independent advice the Trust has appointed an external Data Protection Officer (DPO) who is responsible for overseeing the implementation of the Trust's Data Protection Policy and monitoring the Trust's compliance with data protection law. The appointee and contact details are detailed in the Trust's Data Protection Policy. The DPO advises the Deputy Data Protection Officer on developing related policies and guidelines.

The Deputy Data Protection Officer (DDPO) is the Chief Financial & Operating Officer (CFOO). The DPO and DDPO provide an annual report of their activities directly to the Trust Board. This report includes any recommendations on school and Trust data protection issues. The DDPO is also the first point of contact for individuals whose data the school processes. The DPO is the contact for the Information Commissioner's Office (ICO).

9. Code of Conduct

All Trustees agree to comply with the Trustee and Governor Code of Conduct and Nolan Principles of Public Life as detailed in Appendix 1. All Trustees, Governors and staff are required to disclose any potential conflicts of interests during all meetings.

10. Register of Interests

The Trust maintains an up-to-date register of all relevant business and pecuniary interests of Members, Trustees, Governors, and senior staff. Details of an individual's interests are published throughout their appointment and for 12 months after they step down. Details can be found on the Trust and school websites.

11. Meeting Timetable

A timetable of Trust Board and committee meetings is agreed at a Spring meeting of the Trust Board in each academic year. Additional meetings can be arranged at short notice if required. Meetings may take place in person, remotely by audio-visual means, or in hybrid form.

The Governance Professional issues the agenda and papers for each meeting approximately six days before it is held. Non-confidential minutes and papers are available for inspection at all Trust schools and offices by appointment.

12. The Members of the Trust

The Members of the Trust are the subscribers to the Trust's Memorandum of Association and they have limited financial liability for the Trust. Saracens Limited (the original sponsors of the Trust) can appoint up to four Members (the minimum number of Members is three, but preferably at least five), and the Members may appoint other Members by special resolution. No employee

of SMAT may be a Member. The majority of Members must not also be Trustees of the Trust.

They are the guardians of the educational vision and have overall control of the company, overseeing the achievement of its objectives and assuring themselves that the governance of the Trust is effective. The Members receive reports on the finances of the Trust and receive the accounts at their AGM. The Members appoint the auditors on the recommendation of the Trust Board.

The Members may amend the Articles of Association (subject to any restrictions in any funding agreement or charity law). They may, by special resolution, issue a direction to the Trustees to take a specific action.

The Members have the power to change the company name and ultimately, to wind it up.

The CEO advises Members of any issue that might materially impact the reputation or operation of the Trust, unless the matter relates to the conduct of the CEO in which case responsibility to keep Members informed lies with the Chair of the Trust.

The Members can appoint up to nine Trustees and may remove Members and Trustees from office. The appointment of any new CEO as a Trustee must be approved by the Members.

13. The Trust Board

The Trustees of the SMAT are both charity trustees and company directors. The Trustees oversee the running of the Trust and determine its strategic direction. They are responsible for ensuring compliance with:

- Charity and company law
- The Articles of Association of Saracens Multi-Academy Trust Ltd
- The funding agreements for each school within the Trust
- The Independent School Standards regulations
- SEND legislation
- Health and Safety law
- Other statutory and regulatory requirements.

In their role as company directors the Trustees must:

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

The Trustees have a duty to promote the success of the Trust and its schools. The Trustees must ensure regularity and propriety in use of the Trust's funds, and achieve economy, efficiency and effectiveness – the three elements of value for money. The Trustees must also take ownership of the Trust's financial sustainability and its ability to operate as a going concern.

The Trustees focus the purpose of governance which is to provide:

- strategic leadership

Discipline

Hard Work

Honesty

Humility

- accountability and assurance
- strategic engagement.

The minimum number of Trustees is three. There is no maximum number. The Members appoint up to nine Trustees and the Trustees may choose to co-opt additional Trustees. The CEO may be appointed as a Trustee by the Members. The CEO may decline to be appointed as a Trustee. No more than one fifth of the Trust Board can be LA associated (see the Academy Trust Governance Guide 2024 for details).

Trustees are usually appointed for a four-year term, but may be reappointed by the Members for a maximum of three terms of four years. There is no time limit on the appointment of the CEO as a Trustee.

The Chair and Vice Chair of the Trust Board are elected each school year by the Trustees. The Chair is responsible for ensuring the effective functioning of the Trust Board and setting professional standards of governance. All Trustees must complete induction and ongoing training.

The Trustees must appoint a professional, independent Governance Professional to enable effective organisation and administration of the Trust Board's business and support them in the exercise of their duties. The Governance Professional cannot be the CEO, Trustee or Governor.

The Trustees appoint the CEO, Principals of each school and Governance Professional. They must appoint an Accounting Officer (usually the CEO) and a Chief Financial Officer.

The Terms of Reference for the Trust Board are detailed in Appendix 2.

14. Delegation by the Trustees

The Trustees may (subject to any legal or regulatory limitations) delegate their powers and functions in writing to any Trustee, committee, LGB, CEO or other officer.

Except for LGBs, the majority of members of each committee must be Trustees. There must be up to two Parent Governors and one Staff Governor on each LGB.

The Trust Board determines the financial and non-financial schemes of delegation to ensure clear lines of accountability and to ensure no overlap of responsibilities. These schemes must be complied with to ensure effective governance of the Trust. The Trust Board has a strategic role and must avoid routine involvement in operational matters and focus on holding the CEO to account for exercising their professional judgement in these matters and all of their other duties. In exceptional circumstances where the Trust or a school may be in breach of a statutory duty, the Trust Board may intervene in operational matters.

Where the Trust Governance Professional considers that the Trust Board, or any committee is seeking to act in a manner beyond their terms of reference, the Governance Professional will draw this to the attention of the appropriate Chair who will act to ensure compliance.

When this Governance Plan is reviewed, Trustees will review the terms of reference, constitution, and membership composition of each committee (including LGBs).

15. Chair's Emergency Actions

The Chair of the Trust Board is authorised to take decisions where action must be taken in a timescale which does not facilitate the convening of an emergency Trust Board meeting or decision making by Trustees by electronic means. Any such decision will be reported to and minuted at the next meeting of the Trust Board.

16. Delegation to the Chief Executive Officer (CEO)

The CEO is the executive leader and head of line management of the whole of the Trust. The CEO is responsible for the operation and day to day running of the Trust. It is the CEO's job to implement the strategic framework established by the Trust Board and there must be clear separation between the strategic oversight of the Trust Board and operational executive leadership of the CEO. The Trust Board holds the CEO to account for improving pupil and staff performance. The CEO line manages each Principal, and with the support of the LGB of each school holds each Principal to account for the day-to-day performance of their school, including the performance management of their staff. With the exception of the CEO's appointment, the Governance Professional and Principals, the CEO is responsible for the appointment and dismissal of all staff, but may also take this decision based upon the recommendation of a Principal or CFOO. The CEO approves and monitors the progress of each School's Development Plan and where relevant, Improvement Plan.

The CEO also fulfils the role of **Accounting Officer**. The role of Accounting Officer includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to the DfE's Accounting Officer, for the financial resources under the Trust's control ensuring compliance with the funding agreement and the Academy Trust Handbook (ATH). The Accounting Officer must be able to assure Parliament, and the public, of high standards of probity in the management of the Trust's public funds, particularly regularity, propriety, feasibility and value for money including economy, efficiency and effectiveness – the 3 elements of value for money.

The Accounting Officer must advise the Trust Board in writing if an action it is considering is incompatible with the Articles, funding agreement or ATH. Similarly, the Accounting Officer must advise the Trust Board in writing if the Trust Board fails to act where required to by the funding agreement or ATH. This includes where such action conflicts with the duties of the Accounting Officer, to ensure regularity, propriety, value for money and feasibility. Where the Trust Board is minded to proceed, despite the Accounting Officer's advice, the Accounting Officer must consider the Trust Board's reasons and if the Accounting Officer still considers the action proposed by the Trust Board to be in breach of the Articles, the funding agreement or ATH, the Accounting Officer must notify the DfE's Accounting Officer in writing immediately.

The CEO line manages the CFOO and Principal(s) and **any instruction from the Trust Board to them (or any other member of staff), or any request from the Audit and Risk Committee, Nominations Committee, Pay Committee or LGBs must be made through the CEO to ensure effective and efficient management.**

In an emergency the CEO is authorised to act to ensure the safety of staff and pupils, including

school closures. Where possible this will be taken in consultation with the relevant Principal and Chair of the LGB. Where possible, decisions relating to the welfare of the whole Trust will be taken in consultation with the Chair of the Trust Board.

When the CEO is planning to leave the Trust (for example retirement or resignation), the Trust Board must approach their DfE Regional Director in advance to discuss the Trust's structure and options, including plans for recruitment and any appointment of a new CEO as a Trustee must be agreed by the Members of the Trust.

17. Delegation to the Chief Financial & Operating Officer (CFOO)

The Chief Financial & Operating Officer is an employee. The CFOO has responsibility for the Trust's detailed financial procedures. The CFOO is a member of the Senior Leadership Team of each school and has both a technical and leadership role. The CFOO must be appropriately qualified and/or experienced and have a business or accountancy qualification, hold membership of a relevant professional body and undertake relevant ongoing training.

The CFOO provides strategic leadership to the Trust in relation to the business of each school allowing the Principals to focus on teaching and learning within their schools. This includes:

- Business management
- Finance
- Procurement
- Human resources
- Facilities management
- Health and safety
- IT and MIS.

The CFOO ensures that the Trust is run efficiently and cost-effectively and in accordance with the ATH. On a day-to-day basis the CFOO is managed and held to account by the CEO.

The CFOO reports on financial, audit (including internal audit) and resource issues directly to the Trust Board, the Audit and Risk Committee (A and R), Pay Committee (PC) and, as appropriate, each LGB. The CFOO may delegate this responsibility to a suitably qualified member of Trust staff.

18. Delegation to the Principal

In respect of each school the Trust Board delegates to each Principal the responsibility for:

- The strategic direction and development of the school
- Teaching, coaching and learning by establishing and maintaining an environment that promotes and secures excellent teaching, effective learning, high standards of achievement and excellent behaviour to support and improve pupils' achievement and personal development
- Day to day operational management, organisation and school administration
- Efficient and effective deployment of staff, finance and other resources of funds and effective administration and control
- Developing an organisation in which all the staff recognise that they are accountable for the success of the school and their own actions
- Pupil welfare.

On a day-to-day basis each Principal is managed by the CEO. The Principal is held to account for the educational performance of the school by the CEO supported by each LGB. The Principal must supply a coherent and accurate account of the school's performance to the CEO and LGB.

19. Audit and Risk Committee (A and R)

The A and R Committee is a committee of the Trust Board. Its principal role is to ensure the adequacy of financial systems of control and audit within the Trust and each school and to oversee the appointment and instruction of the internal and external auditors.

The A and R Committee must:

- direct the Trust's programme of internal scrutiny
- ensure that risks are being addressed appropriately through internal scrutiny
- report to the Trust Board on the adequacy of the Trust's internal control framework, including financial and non-financial controls and management of risks.

The Committee carries out an annual review of the Financial Scheme of Delegation and any changes made to the ATH and makes recommendations for change to the Trust Board.

The A and R Committee oversees the management of risk within the Trust, reviewing the Risk Registers at least once each term and reporting its findings and recommendations to the Trust Board.

The A and R Committee approves and reviews the financial and risk related policies delegated to it by the Trust Board.

The A and R Committee has oversight of expenditure against budget and cash flow for each school within the Trust and for the Trust as a whole.

The A and R Committee monitors the action taken by the Trust arising from the Management Letter following the annual audit of the accounts and any actions raised in internal audit reports.

The A and R Committee comprises:

- a Chair appointed annually by Trustees from within its membership (but who cannot be the Chair of the Trust or a Governor)
- Four other Trustees appointed annually by Trustees from within its membership
- A Governor appointed by the LGB of each SMAT school from within its membership. This Governor must have the requisite financial expertise to fulfil the role.

The CFOO, the CEO, the Internal Auditor, and the External Auditors have a right of attendance at all meetings of the A and R Committee. The CEO and CFOO should attend A and R Committee meetings to provide information and participate in discussions.

The Terms of Reference of the A and R Committee are detailed in Appendix 3.

20. Nominations Committee (NC)

The NC is a committee of the Trust Board. Its principal role is to keep under review the structure, size and composition of the Trust Board and its committees and make recommendations to the

Trust Board regarding any change.

The NC comprises:

- a Chair appointed by the Trust Board, but who cannot also be the Chair of Trustees
- at least two other Trustees appointed annually by the Trust Board from within its membership.

The CEO should attend committee meetings and provide information and participate in discussions.

The Terms of Reference of the NC are detailed in Appendix 4.

21. Pay Committee (PC)

The PC is responsible for approving the Pay Policy of the Trust and determining the remuneration of the CEO, Principals, and Governance Professional (if the Governance Professional is an employee of the Trust).

The Terms of Reference of the PC are detailed in Appendix 5.

22. Local Governing Body (LGB)

Each school within the Trust has a LGB comprising Governors appointed by the Trust Board. Its primary role is:

- Undertaking the duties delegated to it by the Trust Board
- Ensuring sound management of the school's Admissions Policy and practices in accordance with the School Admissions Code, including considering applications for admission on the grounds of exceptional medical or social need
- Implementing the Trust's strategy, educational vision, ethos and principles within their school
- Supporting the development of the School's Development Plan and recommending its adoption by the CEO (responsibility for sign off and monitoring progress lies with the CEO)
- Observing the school's progress in achieving the objectives of the School Development Plan and bring any matters of concern to the attention of the CEO
- Supporting the CEO, in holding the Principal to account for the educational performance of the school and its pupils, and the performance management of school staff
- Supporting the CEO in monitoring overall pupil attainment and progress
- Ensuring that the school is paying due regard to children's spiritual, moral, social, emotional and cultural development
- Designating named Governors to have oversight of Safeguarding, SEND, and for secondary schools, Careers Education and Guidance
- Keeping academic and pastoral practices under review to ensure that the curriculum is broad and balanced (including religious education) and in keeping with the vision for and ethos of the school
- Keeping academic and pastoral practices under review to ensure that education is delivered in accordance with British Values, avoiding indoctrination and ensuring balanced treatment of sensitive issues
- Monitoring that the school is promoting healthy lifestyles for pupils, including mental health, emotional resilience, healthy eating and physical activity
- Monitoring the delivery of the sex and relationship education programme in accordance with relevant statutory guidance

- Monitoring the delivery of independent careers guidance for pupils and access for external providers in accordance with careers statutory guidance, including using the Gatsby Charitable Foundation's Benchmarks for comparative purposes
- Monitoring the effective implementation of educational and pastoral policies and, where appropriate, drawing any areas of concern to the attention of the CEO
- Monitoring the impact of pupil premium and catch-up funding for eligible pupils
- Monitoring effective provision for pupils with special educational needs and/or disabilities and for more able children
- Fulfilling statutory responsibilities around fixed term and permanent exclusions of pupils
- Connecting with the local community, particularly parents and carers communicating with them through the consultations, the school website, social media and newsletters and feedback to the Trust Board through the CEO
- Considering any complaints about the school and any community facilities or services provided, in accordance with the Trust's complaints procedure
- Monitoring the financial performance of the school and make sure its money is well spent and draw any matters of concern to the CEO and A and R Committee
- Considering the school's draft three-year budget and annual outturn reports for the school and recommending their adoption to the CEO and A and R Committee
- Receives reports from the CFOO on Financial and Premises matters drawing any matters of concern to the attention of the A and R Committee and CEO where appropriate and drawing any matters of concern to the attention of the A and R Committee and CEO.

The LGB approves and reviews the education and behaviour related policies delegated to it by the Trust Board. Governors undertake a programme of visits to the school so that they can build an effective working relationship with Trust and school staff and have a better understanding of the context in which they work. Governors observe policies and plans being implemented on a day-to-day basis, noting their impact, and assisting the LGB to make well informed judgments about the progress being made towards the priorities and targets in the School Development Plan.

The LGB comprises:

- for the first three academic years of a new school established by the Trust or brought into the Trust, a Chair appointed by the Trust Board
- thereafter a Chair elected annually by the LGB from within its membership
- a Vice-Chair elected by the LGB annually from within the membership
- the Principal as an ex-officio Governor
- up to nine Governors nominated by the Trust (the Trust may remove a Governor at their discretion)
- one member from the Trust Board attending full governing body meetings at the Trust's discretion
- one staff member elected by the school staff (teaching or non-teaching)
- two parent Governors elected by the parent body.

The Terms of Reference of the LGB are detailed in Appendix 6.

23. Independent Appeal Panel

All SMAT schools admit pupils in accordance with their published Admissions Policies. Parents whose children are refused a place are entitled to appeal the decision of the school under Section

94 of the School Standards & Framework Act 1998.

To ensure propriety, the appeal is heard by a panel independent of the school. It consists of three people who are familiar with education in the area and have no present or past connection with the school, except they may have heard previous appeals for the school. The hearings are conducted in accordance within the law, following a procedure set out in a code of practice used by every education admission authority in the country.

Details of this process can be found on the Saracens High School website:

[Admissions Appeals – Saracens High School](#)

on the Saracens Bell Lane website:

[Admissions – Saracens Bell Lane](#)

and on the Saracens Broadfields website:

[Admissions – Saracens Broadfields](#)

24. Role of the Governance Professional

The role of the Governance Professional is to provide expert advice and guidance and to ensure the efficient and compliant operation of the Trust Board. The Governance Professional helps the Trust Board understand its role, functions and legal duties and supports the Chair to enable and facilitate strategic debate and decision making.

The Governance Professional receives direction from, and is accountable to the Trust Board and cannot be a Trustee, Principal or Chief Executive of the Trust.

25. Role of the Principal

The role of the Principal of each Trust school is to provide the professional leadership and management of the school by:

- Recognising and enhancing the individual abilities of each child
- Ensuring that all members of the school community are treated and behave with mutual respect, thus encouraging positive behaviour and a desire to work effectively and hard for the benefit of the community and themselves
- Ensuring that teaching styles reflect an unquestionable commitment to success for all
- In conjunction with the SMAT developing and implementing a curriculum to meet the needs of the learner
- Nurturing staff and pupils as team players
- Fulfilling a commitment to safeguarding and promoting the welfare of children in accordance with the Trust's policies and statutory guidance
- Ensuring successful implementation of the Trust's and Governors' policies to support the achievement of the Trust's aims.

26. Appendices

1. Trustee and Governor Code of Conduct and Nolan Principles
2. Trust Board Terms of Reference
3. Audit and Risk Committee Terms of Reference
4. Nominations Committee Terms of Reference
5. Pay Committee Terms of Reference
6. Local Governing Body Terms of Reference.

Appendix 1 - Trustee and Governor Code of Conduct and Nolan Principles

1. Commitment

At Saracens Multi-Academy Trust, the Trust Board accepts that being a Trustee or Governor involves the commitment of significant amounts of time and energy. Trustees and Governors agree to:

- be active and involved members of the Trust Board or Local Governing Body (LGB), attend regularly, and share responsibilities, including service on Committees or working groups
- get to know the schools well and respond to opportunities to involve themselves in the activities of the schools
- attend training and take responsibility for their own learning and development as a Trustee or Governor
- prepare for meetings by reading paperwork beforehand.

2. Confidentiality

2.1 Trustees and Governors recognise the need to observe complete confidentiality when required to do so by the Trust Board or LGB, especially regarding matters concerning individual staff or students and will:

- not divulge information about members of staff or pupils inappropriately
- not divulge details of discussions and voting that take place during Trust Board or LGB meetings
- exercise great care if a discussion of a potentially contentious issue arises outside the Trust Board and/or LGB
- maintain a full, timely and accurate entry on the Register of Interests
- declare an interest if an item under discussion at any full or Committee meeting (including LGBs) impinges upon any personal, family or financial situation
- maintain this duty after they cease to be Trustees or Governors.

2.2 The Duty of Confidentiality will not apply where a Trustee or Governor makes a protected declaration in the public interest in accordance with the Trust's Confidential Reporting (Whistleblowing) Code.

3. Conduct

Trustees and Governors agree to work as team at all times and be loyal to collective decisions; they will:

- encourage the open expression of views at meetings, but accept collective responsibility for all decisions made by the Trust Board and LGB or its delegated agents. This means they will not speak out against majority decisions in public, or in private, outside the Trust Board or LGB
- only act on behalf of the Trust Board or LGB when they have been specifically authorised to do so
- follow the procedures and policies established by the Trust Board or LGB, when making or responding to criticism or complaints affecting the Trust or School
- follow the policy for visits established by the Trust Board and agreed with the Principal(s) when making visits to schools
- comply with their duties as company directors and charity trustees (Trustees only)
- always be mindful of their responsibility to maintain and develop the ethos and reputation of Trust schools
- seek to develop effective working relationships with LGBs, Principal(s), staff and parents, and other relevant agencies and the community.

4. Communication

- 4.1 Trustees and Governors owe a duty of mutual trust and confidence to Saracens Multi-Academy Trust, and its schools, and to each other, which may be breached if unsuitable material is contained in any communication or correspondence, including all types of electronic communication, personal blogs, websites and social networking sites
- 4.2 Trustees and Governors will gain the agreement of the Chair prior to posting any content (written, vocal or visual) to the internet which identifies us as members of the Trust Board or LGB (or indeed as having any connection with the Trust Board or LGB and its schools) or before speaking to the media
- 4.3 Except in an emergency, Trustees and Governors will always use the email address provided by the Saracens Multi-Academy Trust when communicating electronically regarding School or Trust business.

5. General

- 5.1 Trustees are responsible for determining, monitoring and keeping under review the broad policies, plans and procedures of the Trust. Governors have similar responsibility for their school
- 5.2 Trustees and Governors recognise that the Principals are responsible for the implementation of policy, day-to-day management of the schools and the implementation of the curriculum
- 5.3 In addition to their responsibility for ensuring regularity and propriety in the use of public funds, Trustees are responsible for maintaining the sustainability of the Trust, ensuring its ability to continue as a going concern
- 5.4 Trustees accept that all Trustees have equal status, and their overriding concern will be the welfare of the Trust as a whole. Governors have equal status to each other and although appointed by different groups their overriding concern will be the welfare of the school as a whole
- 5.5 Trustees have no legal authority to act individually, except when the Trust Board has given individual delegated authority to do so. Similarly, Governors have no legal authority to act individually, except where the LGB has given express authority to do so
- 5.6 Trustees and Governors have a duty to act fairly and without prejudice, and in the manner that is expected of a good employer
- 5.7 Trustees and Governors will encourage open governance and will act appropriately
- 5.8 Trustees and Governors will consider carefully how their decisions may affect pupils and all schools within the Trust
- 5.9 Trustees and Governors will ensure that they have due regard to equality and diversity considerations whenever significant decisions are made
- 5.10 Trustees and Governors will act in accordance with the Nolan Principles for public life, namely:
 - Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership.

6. Conflicts of Interest

- 6.1 Trustees and Governors will record any pecuniary business or other interest in the Register of Interests and keep their entries up to date
- 6.2 Trustees and Governors will publish the governance details required by the statutory guidance on the Trust and School websites as required
- 6.3 If any conflict arises for a Trustee or Governor in a meeting he or she will offer to withdraw while the matter is considered
- 6.4 Trustees and Governors will declare any conflict of loyalty at the start of a meeting or at any time during a meeting, should one arise
- 6.5 Trustees and Governors will act in the best interests of the Trust and its schools as a whole and not as a representative of any particular group.

7. Breach of This Code of Conduct

- 7.1 If a Trustee or Governor believes this code has been breached by a fellow Trustee or Governor, they will raise the issue with the appropriate Chair to investigate. The Trust Board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in constructive ways
- 7.2 Should a Trustee or Governor believe that the Chair has breached this code, they will raise the issue with the relevant Vice-Chair to investigate.

8. Public Interest Disclosure

Nothing in this code prevents a Trustee or Governor making a disclosure under the Trust's Confidential Reporting (Whistleblowing) Code.

Appendix 2 - Trust Board Terms of Reference

Role of the Trust Board

The Trust Board focuses on three core functions of the charity:

- strategic leadership
- accountability and assurance
- strategic engagement.

In their role as Trustees of SMAT, Trustees act as both charity trustees and company directors. They are responsible for ensuring compliance with:

- Charity and company law
- The Articles of Association of Saracens Multi-Academy Trust Ltd
- The funding agreements for each school within the Trust
- The Independent School Standards regulations
- SEND legislation
- Other statutory and regulatory requirements.

In their role as company directors the Trustees must:

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

The Trust Board has wide discretion over its use of Trust funds, but must ensure that it exercises its discretion reasonably, in accordance with their funding agreements and considers relevant guidance on accountability and propriety. The Trust Board must apply the highest standards of governance and take full ownership of its duties. The Trust Board must provide the Trust's Members with sufficient information to enable them to assess that the Trust Board is exercising effective governance.

In particular, the duties of the Trust Board are as follows:

Budget Management

- Ensure that financial plans are prepared and monitored, satisfying itself that the Trust remains an ongoing concern and is financially sustainable
- Take a longer-term view of the Trust's financial plans consistent with the requirement to submit three-year budget forecasts to DfE
- As part of its management of the Trust's funds, explain its policy for holding reserves in its annual report in accordance with the Accounts Direction
- Ensure rigour and scrutiny in budget management
- Approve a balanced budget, and any significant changes to it, for the financial year to 31 August, which can draw on unspent funds brought forward from previous years and minute its approval
- Ensure budget forecasts for the current year and beyond are compiled accurately, based on realistic assumptions including any provision being made to sustain capital assets, and reflect lessons learned from previous years

- Challenge pupil number estimates as these underpin revenue projections and review these termly
- Review the Trust's management accounts (to include an income and expenditure account, cash flow and balance sheet) every month and take appropriate action to ensure ongoing viability. The Trust Board must consider these accounts when it does meet (apart from Extraordinary Trust Board Meetings), and minute this
- Adopt key financial performance indicators and regularly measure the Trust's performance against them, including analysis in its annual Trustees' report, as detailed in the Accounts Direction
- Where the Trust Board has concerns about the Trust's financial performance, it should act quickly ensuring the Trust has adequate financial skills in place
- Manage its cash position robustly and avoid becoming overdrawn on any of its bank accounts so that it does not breach restrictions on borrowing.

Investments

On advice from the A and R Committee ensure investment risk is properly managed, within its powers to invest as described in the Articles:

- Have an Investment Policy to manage and track its financial exposure, and ensure value for money
- Exercise care and skill in investment decisions, taking advice as appropriate from a professional adviser
- Ensure exposure to investment products is tightly controlled so security of funds takes precedence over revenue maximisation
- Ensure investment decisions are in the Trust's best interests.

Annual Accounts and External Audit

- Ensure that there are adequate accounting records
- Prepare and sign the Annual Report and Accounts (on advice from the A and R Committee) in accordance with the relevant SORP and DfE Accounts Direction, submitting them to the DfE, publishing them and filing them at Companies House in accordance with the ATH
- Provide a copy of the Annual Report and Accounts to every Member and anyone who requests a copy
- Recommend the appointment of the external auditors to the Members.

Risk Management

- On advice from the A and R Committee manage risks and maintain risk registers ensuring that it covers the full operation and activities of the Trust, including contingency and business continuity planning
- Retain ultimate oversight of the risk registers, drawing on advice from the A and R Committee
- Review the risk registers at least three times each year, interrogating the risks and mitigations to ensure alignment with the Trust's strategic objectives
- Ensure that the Trust has adequate insurance cover in compliance with its legal obligations
- Ensure that proportionate controls are in place to prevent cyber-attacks and take appropriate action where a cyber-security incident occurs
- Cooperate with auditors and risk managers, and implement reasonable risk management audit recommendations made to them
- Have procedures for whistleblowing, prepared in accordance with the ATH and published on the Trust's website.

Health and Safety

- Fulfil their duties as employers to protect the health, safety and welfare of all employees, pupils and any visitors and to ensure that all non-employees are not exposed to risks in their health and safety
- Ensure that the Trust operates in compliance with Health and Safety law and has a Health and Safety Policy in place
- On advice from the CEO and Trust Health and Safety Officer, ensure that Health and Safety is properly managed on all Trust premises and during educational activities, both on and off site.

Estate Management

To manage the school estates strategically and maintain their properties in a safe working condition in accordance with regulatory and statutory requirements.

The Trustees appoint the CEO, Principals of each school and Governance Professional. They must appoint an Accounting Officer (usually the CEO) and a CFOO and a professional, independent Governance Professional to enable effective organisation and administration of the Trust Board's business and support them in the exercise of their duties.

Governance

The Trust Board Appoints Governors to LGBs and Trustee members of the A and R, NC and PC Committees. It may co-opt Trustees in accordance with the Governance Plan. The Trust Board may also create ad hoc working groups (which may include Trustees, members of staff and others) to consider specific issues and provide advice to the Trust Board.

Proceedings of the Trust Board

The Trust Board will meet as often as is necessary to fulfil its responsibilities, but at least three times a year.

The Chair is responsible for ensuring the effective functioning of the Trust Board and setting professional standards of governance.

The Governance Professional will give at least one calendar week's notice of any scheduled meeting of the Trust Board and issue all Trustees and the CEO (if not a Trustee) with an agenda and relevant papers at least six days before the meeting. In emergency (i.e., a decision of the Trust Board is required within a shorter timeframe) and the majority of Trustees agree, the meeting may be called with a shorter period of notice.

The Governance Professional will be present to take minutes of the meeting. If the Governance Professional is not available, then another person may take the minutes.

The agenda, non-confidential minutes and papers will be available for inspection at all Trust schools and offices, by appointment.

Any two Trustees, or the CEO, or the CFOO can request that the Chair convene a meeting of the Trust Board, by giving no less than 14 days' prior notice.

The Trust Board may invite persons who are not Trustees to attend Trust Board meetings to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair, but are not entitled to vote.

Every matter to be decided at a meeting of the Trust Board must be determined by a majority of the votes of Trustees present and voting on the matter. Each Trustee present in person shall be

entitled to one vote. Where there is an equal division of votes, the Chair shall have a casting vote. A Trustee will be deemed to be present in person if they participate in the meeting by simultaneous video or telephone conferencing.

A register of attendance shall be kept for each meeting of the Trust Board and published annually on the Trust's website.

Between meetings, the Trust Board may also exercise its decision-making authority by email, provided that all the Trustees agree to the decision. Where this occurs, the decision will be minuted when the Trust Board next meets. The quorum for the transaction of business in this manner shall be the majority of the Board Members.

All Trustees are required to comply with the Trustee and Governor Code of Conduct, the Trust's values and Nolan Principles of Public Life and are required to disclose any potential conflicts of interests during all meetings.

All Trustees are required to maintain an up to date declaration of relevant interests which is published on the Trust's website.

Composition of the Trust Board

The minimum number of Trustees is three. There is no maximum number. The Members appoint up to nine Trustees and the Trustees may choose to co-opt additional Trustees. The Members may also appoint the CEO as a Trustee, but the CEO may decline to be appointed as a Trustee. No other employee of the Trust may be a Trustee. No more than one fifth of the Trust Board can be LA associated (see DfE Governance Handbook for details).

To facilitate robust decision making, as a group the Trustees must have the right skills, experience, qualities and capacities, understand governance and demonstrate a diversity of perspective.

Under the supervision of the Nominations Committee, the Trust Board will regularly undertake a skills audit and self or external evaluation to ensure the skills and experience of the Trust Board aligns to the Trust's strategic plan and facilitates succession planning.

Quorum

The quorum for the transaction of business shall be the majority of the Trust Board Members.

Term of Office

Trustees are usually appointed for a four-year term, but may be reappointed by the Members for a maximum of three terms of four years. There is no time limit on the appointment of the CEO as a Trustee.

The Chair and Vice Chair of the Trust Board are elected each school year by the Trustees.

Appendix 3 - Audit and Risk Committee Terms of Reference

Role of the Audit and Risk (A and R) Committee

The principal role of the A and R Committee is to:

- Advise the Trust Board on the adequacy of the Trust's internal control framework, including financial and non-financial controls and risk management arrangements
- Oversee the appointment and instruction of the internal and external auditors
- Direct a programme of internal scrutiny and to ensure that risks are being addressed appropriately
- Consider the results and quality of external audit.

In particular, the duties of the Committee are to:

Financial Management

- Guided by the feedback of the LGB of each school, to consider the Trust's indicative funding notified annually by the DfE and assess its implications for the Trust. This will take place in advance of the commencement of the financial year as part of the 3 year budget setting process, in conjunction with the CFOO and CEO, drawing any matters of significance or concern to the attention of the Trust
- Have oversight of expenditure against budget and cash flow for each school within the Trust and for the Trust as a whole, drawing any matters of significance or concern to the attention of the Trust Board.
- In consultation with the CFOO and CEO to contribute to the formulation of the Trust's development, through the consideration of financial priorities and proposals
- Receive and make recommendations on the Trust 3 year budget, including the level and use of any reserves, ensuring the compatibility of all such proposals with the development priorities set out in the Schools' Development/Improvement Plans
- Monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate make recommendations for improvement
- Monitor the action taken by the Trust arising from the Management Letter following the annual audit of the accounts
- Recommend the financial statement to form part of the Annual Report of the Trust for filing in accordance with Companies Act requirements
- Recommend to the Trust Board who the Trustees should recommend to the Members as External Auditors of the Trust.

Internal Audit

- Recommend the programme of independent internal scrutiny to the Trust Board each year that:
 - Is identified in a scheme of work
 - Is programmed through the year so higher risk areas are reviewed in good time
 - Reflects the priorities identified through the risk registers
 - Forms part of a rolling programme of checks, adapting to changing circumstances
 - Identifies suitably qualified and experienced persons who will perform the work
- Consider Internal Audit reports at each meeting, addressing any recommendations and outputs from other assurance activities by third parties and promptly report their findings to the Trust Board to include, where appropriate, recommendations to enhance financial and non-financial controls and risk management

- Receive an annual summary report from the Internal Auditor(s) for each year ended 31 August, outlining the areas reviewed, key findings, recommendations and conclusions, to help the committee consider actions and assess year on year progress.

External Audit

- Agree the audit plan for External Audit and receive the auditors' report and in response to findings, make recommendations for action to the Trust Board
- Assess the effectiveness and resources of the External Auditor and provide an annual report to the Members with recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration.

Financial Scheme of Delegation

- Complete an annual review of the Financial Scheme of Delegation and any changes made to the ATH, and make recommendations for any changes to the Trust Board
- Oversee the management of risk within the Trust and review the Trust's risk management strategy every two years
- Review the Trust's Risk Registers at least once each term and report its findings to the Trust Board
- Approve and review the financial and risk related policies delegated to it by the Trust Board
- Review the Trust's investments and Investment Policy regularly.

Proceedings of the Audit and Risk Committee

The committee will meet as often as is necessary to fulfil its responsibilities, but at least three times a year.

The Chair is responsible for ensuring the effective functioning of the committee and setting professional standards of governance.

The Governance Professional will give at least one calendar week's notice of any meeting of the committee and issue all committee members, the CEO and CFOO with an agenda and relevant papers at least six days before the meeting. In an emergency (i.e., a decision of the committee is required within a shorter timeframe) and the majority of committee members agree, the meeting may be called with a shorter period of notice.

The Governance Professional will be present to take minutes of the meeting. If the Governance Professional is not available, then another person may take the minutes.

The agenda, non-confidential minutes and papers will be available for inspection at all Trust schools and offices, by appointment.

The committee may invite persons who are not members of the committee to attend meetings to assist or advise on a particular matter of range of issues. Such persons may speak with the permission of the Chair, but are not entitled to vote.

Any request for work to be undertaken by the Principal, CFOO or other member of staff must be made through the CEO to ensure effective and efficient management

Every matter to be decided at a meeting of the committee must be determined by a majority of the votes of committee members present and voting on the matter. Each committee member

present in person shall be entitled to one vote. Where there is an equal division of votes, the Chair shall have a casting vote. A committee member will be deemed to be present in person if they participate in the meeting by simultaneous video or telephone conferencing.

A register of attendance shall be kept for each meeting of the A and R Committee and published annually on the Trust's website.

Between meetings, the committee may also exercise its decision-making authority by email, provided that all committee members agree to the decision. Where this occurs, the decision will be minuted when the committee next meets. The quorum for the transaction of business in this manner shall be the majority of committee members.

All committee members are required to comply with the Trustee and Governor Code of Conduct, the Trust's Values and Nolan Principles of Public Life, and are required to disclose any potential conflicts of interests during all meetings.

Composition and Term of Office of the Audit and Risk Committee

The Audit and Risk Committee comprises:

- A Chair appointed annually by Trustees from within its membership
- Four other Trustees appointed annually by Trustees from within its membership
- A Governor appointed by the LGB of each SMAT school from within its membership. This Governor must have the requisite financial expertise to fulfil the role.

The CFOO, the CEO, the Internal Auditor and the External Auditors have a right of attendance at all meetings of the Audit Committee, but will withdraw from any part of the meeting where there is a conflict of interest. The CEO and CFOO should attend A and R Committee meetings to provide information and participate in discussions.

Quorum

The quorum for the transaction of business shall be the majority of the A and R Committee members.

Appendix 4 - Nominations Committee Terms of Reference

Role of the Nominations Committee

The role of the NC is to undertake the duties delegated to it by the Trust Board and, within the framework established by the Trust, to:

- Review the structure, size, and composition (including the skills, knowledge, experience, and diversity) of the Trust Board and its committees and make recommendations to the Trust Board regarding any changes
- Consider succession planning for Trustees and Governors considering the challenges and opportunities facing the Trust, the need to refresh the Board, and the skills and expertise needed on the Trust Board and its committees in the future
- Keep under review the leadership needs of the Trust with a view to ensuring the continued ability of the organisation to fulfil its obligations effectively; (Note: the appointment of the CEO as a Trustee is subject to the approval of the Members and prior to commencing the recruitment of a new CEO, the Trust must consult with the DfE London Regional Director)
- Be responsible for identifying and recommending for co-option by the Trust Board candidates to fill Trustee vacancies as and when they arise. At the following AGM of the SMAT Members, such Trustees may be appointed to the Trust Board by the Members
- Be responsible for identifying and recommending Governors for appointment to LGBs by the Trust Board to fill Governor vacancies as and when they arise. The NC may choose to delegate this responsibility to another committee, but is not required to do so
- Annually receive a report from the Trust Board Chair and CEO on the effectiveness of the Trust Board and take such action as appropriate based on that report
- Work and liaise as necessary with the Trust Board and all other board committees.

Proceedings of the Nominations Committee

The committee will meet as often as is necessary to fulfil its responsibilities, but at least once a year.

The Chair of the NC is responsible for ensuring the effective functioning of the NC and ensuring adherence to professional standards of governance.

The Governance Professional or other person nominated by the CEO to fulfil the duty of supporting the NC will give at least one calendar week's notice of any scheduled meeting of the NC and issue all members of the committee with an agenda and relevant papers at least six days before the meeting. In an emergency (i.e., a decision of the NC is required within a shorter timeframe) and the majority of committee members agree, the meeting may be called with a shorter period of notice.

The Governance Professional or person appointed by the CEO to support the NC will be present to take minutes of the meeting. If neither of these individuals are available, then another person may take the minutes.

The NC may invite persons who are not members of the NC to attend meetings to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair, but are not entitled to vote.

Where any individual member of the NC is the subject of discussion at a meeting, that member

shall withdraw from the meeting for the duration of such discussion.

Any request for work to be undertaken by the Principal, CFOO or other member of staff must be made through the CEO to ensure effective and efficient management.

Every matter to be decided at a meeting of the NC must be determined by a majority of the votes of committee members present and voting on the matter. Each committee member present in person shall be entitled to one vote. Where there is an equal division of votes, the Chair shall have a casting vote. A committee member will be deemed to be present in person if they participate in the meeting by simultaneous video or telephone conferencing.

The committee Chair shall report to the Trust Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The committee shall make whatever recommendations to the Trust Board it deems appropriate on any area within its remit where action or improvement is needed.

The committee shall consider whether it is appropriate to include a report in the Trust's Annual Report about its activities.

Between meetings, the NC may also exercise its decision-making authority by email, provided that all committee members agree to this. Where this occurs, the decision will be minuted when the NC next meets. The quorum for the transaction of business in this manner shall be the majority of committee members.

All committee members are required to comply with the Trustee and Governor Code of Conduct, the Trust's Values and Nolan Principles of Public Life, and are required to disclose any potential conflicts of interests during all meetings.

Composition of the Nominations Committee

The NC comprises:

- a Chair appointed by the Trust Board but who cannot also be the Chair of Trustees
- at least two other Trustees appointed annually by the Trust Board from within its membership.

The CEO should attend NC meetings to provide information and participate in discussions.

Quorum

The quorum for the transaction of business shall be a majority of members of the NC.

Appendix 5 - Pay Committee Terms of Reference

Role of the Pay Committee

The role of the PC is to undertake the duties delegated to it by the Trust Board and, within the framework established by the Trust, to:

- Consider and approve the Pay Policy
- Consider relevant information in assessing appropriate rates of pay for Trust staff
- Consider the report of the Chair of Trustees on the performance of the CEO and determine their remuneration
- Consider the report of the Chair of the LGB and CEO on the performance of the Principal of each academy and determine their remuneration
- Consider the report of the Chair of Trustees on the performance of the Governance Professional and determine their remuneration (if the Governance Professional is an employee of the Trust).

Proceedings of the Pay Committee

The committee will meet as often as is necessary to fulfil its responsibilities, but at least once a year.

The Chair of the PC is responsible for ensuring the effective functioning of the PC and ensuring adherence to professional standards of governance.

The Governance Professional or other person nominated by the CEO to fulfil the duty of supporting the PC will give at least one calendar week's notice of any scheduled meeting of the PC and issue all members of the committee with an agenda and relevant papers at least six days before the meeting. In an emergency (i.e., a decision of the PC is required within a shorter timeframe) and the majority of committee members agree, the meeting may be called with a shorter period of notice.

The Governance Professional or person appointed by the CEO to support the PC will be present to take minutes of the meeting. If neither of these individuals are available, then another person may take the minutes.

The PC may invite persons who are not members of the PC to attend meetings to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair, but are not entitled to vote.

Where any individual member of the PC is the subject of discussion at a meeting, that member shall withdraw from the meeting for the duration of such discussion.

Any request for work to be undertaken by the Principal, CFOO or other member of staff must be made through the CEO to ensure effective and efficient management.

Every matter to be decided at a meeting of the PC must be determined by a majority of the votes of committee members present and voting on the matter. Each committee member present in person shall be entitled to one vote. Where there is an equal division of votes, the Chair shall have a casting vote. A committee member will be deemed to be present in person if they participate in the meeting by simultaneous video or telephone conferencing.

The committee Chair shall report to the Trust Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The committee shall make whatever recommendations to the Trust Board it deems appropriate on any area within its remit where action or improvement is needed.

The committee shall consider whether it is appropriate to include a report in the Trust's Annual Report about its activities.

Between meetings, the PC may also exercise its decision-making authority by email, provided that all the committee members agree to this. Where this occurs, the decision will be minuted when the PC next meets. The quorum for the transaction of business in this manner shall be the majority of committee members.

All committee members are required to comply with the Trustee and Governor Code of Conduct, the Trust's Values and Nolan Principles of Public Life, and are required to disclose any potential conflicts of interests during all meetings.

Composition of the Pay Committee

The PC comprises:

- a Chair appointed by the Trust Board, who may not be the Chair of Trustees, but may be the Chair of the Nominations Committee
- at least two other Trustees appointed annually by the Trust Board from within its membership, but excluding the Chair of Trustees and the CEO

The CEO and CFOO should attend PC meetings to provide information and participate in discussions.

Quorum

The quorum for the transaction of business shall be a majority of members of the PC.

Appendix 6 - Local Governing Body Terms of Reference

Role of the Local Governing Body

The primary role of the Local Governing Body (LGB) is to undertake the duties delegated to it by the Trust Board and within the framework established by the Trust to:

- Implement the Trust's strategy, educational vision, ethos and principles
- Support the effective operation of the Trust and its policies
- Help to ensure that the Trust works as one entity in the interests of all Trust schools
- Support the CEO, in holding the Principal to account for the educational performance of the school and its pupils, and the performance management of school staff
- Support the CEO in monitoring overall pupil attainment and progress
- Ensure that the school is paying due regard to children's spiritual, moral, social, emotional and cultural development
- Keep academic and pastoral practices under review to ensure that the curriculum is broad and balanced (including religious education) and in keeping with the vision for and ethos of the school
- Keep academic and pastoral practices under review to ensure that education is delivered in accordance with British Values, avoiding indoctrination and balanced treatment of controversial issues
- Fulfil statutory responsibilities around fixed term and permanent exclusions of pupils
- Support the Principal to improve academic standards, improve pupil behaviour and attendance
- Ensure sound management and implementation of the school's Admissions Policy and practices in accordance with the School Admissions Code
- Contribute to the formulation of the School's Development Plan and recommendation of its adoption by the CEO (responsibility for sign off and monitoring progress lies with the CEO)
- Observe the school's progress in achieving the objectives of the School Development Plan and bring any matters of concern to the attention of the CEO
- Monitor that the school is promoting healthy lifestyles for pupils, including mental health, emotional resilience, healthy eating and physical activity
- Monitor the delivery of the sex and relationship education programme in accordance with relevant statutory guidance
- Monitor the delivery of independent careers guidance for pupils and access for external providers in accordance with careers statutory guidance, including using the Gatsby Charitable Foundation's Benchmarks for comparative purposes
- Monitor the effective implementation of educational and pastoral policies and, where appropriate, draw any areas of concern to the attention of the CEO
- Monitor the impact of pupil premium and catch-up funding for eligible pupil
- Monitor the effective provision for pupils with special educational needs and/or disabilities and for more able children
- Designate named Governors to have oversight of Safeguarding, and SEND, and in secondary schools, Careers Education and Guidance
- On request from the CEO, assist in interviewing candidates for the roles of Principal and Vice Principal and other specialist roles
- Monitor the financial performance of the school and make sure its money is well spent in accordance with the Trust's Financial Scheme of Delegation and draw any matters of concern to the CEO and A and R Committee
- Consider the school's draft three-year budget for the school and make recommendations on it to the CEO and A and R Committee

- Receive reports from the CFOO on Financial and Premises matters drawing any matters of concern to the attention of the A and R Committee and CEO
- Act as a vehicle for Trust Board engagement with the school and its pupils and connect with the local community, particularly pupils, parents and carers communicating with them through attendance at school events, consultations, the school website, social media and newsletters
- Consider any complaints about the school and any community facilities or services provided, in accordance with the Trust's complaints procedure
- Bring issues and risks to the CEO (or A and R Committee if relevant) and provide constructive feedback where a policy may not be effective and suggest alternative approaches
- Escalate urgent issues to the CEO.

The LGB will approve and review the education and behaviour related policies delegated to it by the Trust Board.

At the request of the CEO, Governors may be involved in the appointment of the Principal and Vice-Principal(s), and, on occasion, in other specialist roles.

Individual Governors will undertake a programme of visits to the school so that they can build an effective working relationship with Trust and school staff and have a better understanding of the context in which they work. Governors will observe policies and plans being implemented on a day-to-day basis, noting their impact, and assist the LGB in making well informed judgments about the progress being made towards the priorities and targets in the School Development Plan.

Proceedings of the Local Governing Body

The committee will meet as often as is necessary to fulfil its responsibilities, but at least six times a year.

The Chair is responsible for ensuring the effective functioning of the LGB and setting professional standards of governance.

The Governance Professional (or their delegate) will give at least one calendar week's notice of any scheduled meeting of the LGB and issue all Governors with an agenda and relevant papers at least six days before the meeting. In emergency (i.e. a decision of the LGB is required within a shorter timeframe) and the majority of Governors agree, the meeting may be called with a shorter period of notice.

The Governance Professional (or their delegate) will be present to take minutes of the meeting. If the Governance Professional is not available, then another person may take the minutes.

The agenda, non-confidential minutes and papers will be available for inspection at all Trust schools and offices, by appointment.

The LGB may invite persons who are not members of the LGB to attend meetings to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair, but are not entitled to vote.

Any request for work to be undertaken by the Principal, CFOO or other member of staff must be made through the CEO to ensure effective and efficient management.

Every matter to be decided at a meeting of the LGB must be determined by a majority of the votes of Governors present and voting on the matter. Each Governor present in person shall be entitled to one vote. Where there is an equal division of votes, the Chair shall have a casting vote. A Governor will be deemed to be present in person if they participate in the meeting by simultaneous video or telephone conferencing.

A register of attendance shall be kept for each meeting of the LGB and published annually on the school's website.

Between meetings, the LGB may also exercise its decision-making authority by email, provided that all the Governors agree to the decision. Where this occurs, the decision will be minuted when the LGB next meets. The quorum for the transaction of business in this manner shall be the majority of Governors.

All Governors are required to comply with the Trustee and Governor Code of Conduct, the Trust's Values and Nolan Principles of Public Life and are required to disclose any potential conflicts of interests during all meetings.

Composition of the Local Governing Body

The LGB comprises:

- for the first three academic years of a new school established by the Trust or brought into the Trust, a Chair appointed by the Trust Board
- thereafter a Chair elected annually by the LGB from within its membership
- a Vice-Chair elected by the LGB annually from within the membership
- the Principal as an ex-officio Governor
- up to nine other Governors nominated by the Trust (the Trust may remove a Governor at their discretion)
- one member from the Trust Board attending full governing body meetings at the Trust's discretion
- one staff member elected by the school staff (teaching or non-teaching)
- two parent Governors elected by the parent body.

Quorum

The quorum for the transaction of business shall be the majority of the Governors.

Term of Office of the Local Governing Body

Governors are usually appointed or elected for a four-year term, but may be reappointed/ re-elected for a maximum of three terms of four years. There is no time limit on the appointment of the Principal as an ex-officio Governor.

Committee Chairs and Vice Chairs

Committee Name	Chair	Vice Chair
Trust Board	Kevin Perry	Ian Marcus
Audit and Risk Committee	Lee Manning	TBC
Nominations Committee	Ian Marcus	-
Pay Committee	Ian Marcus	-
SHS LGB	Ruth Sack	George Nnochiri
SBL LGB	Nigel Denison	Caroline Gerstein
SBF LGB	Jo Newman	-