



# **THE SPRING PARTNERSHIP TRUST**

## **Scheme of Delegation for Governance Functions**

### **Committee structure and terms of reference v3.5a**

#### **Change log v 3.5a**

1. Substantial re-write for clarity
2. Updated delegation table
3. Deletion of Local Committees
4. Creation of Local Advisory Councils and Trust Advisory Council
5. Update to introductory paragraph to ACC
6. Minor amendmnets to financial delegation information as approved at FARCO

#### **Oct 2020**

References to Headteacher include Head of School unless specifically stated otherwise.

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# 1 Introduction

The vision of The Spring Partnership Trust is to deliver an outstanding education for every child in our schools through a relentless focus on excellence, in learning and teaching, leadership and pastoral care, and in the individuality of our schools, our communities and our children. We do this the SPRING way;

**Standards...** aspirational.

**Pride...** in the work we do now, bearing fruit in the future.

**Resilience...** don't stop... don't give in...develop a strong work ethic.

**Individuality...** celebrate each child, teacher and school.

**New starts...** re-invention: to elicit change, we need to think about how to do things differently.

**Growth mind set...** 'can do' attitude.

This document outlines the governance arrangements put in place to support this vision.

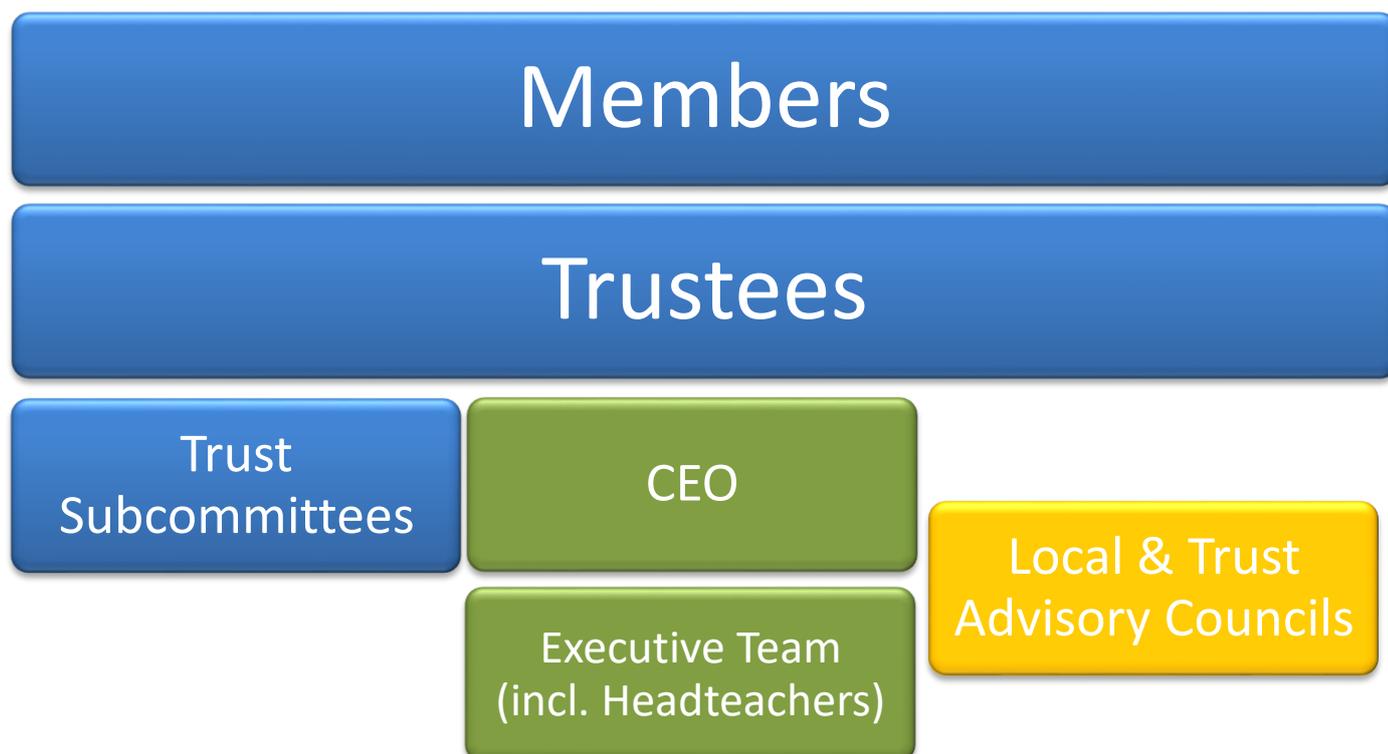
## 1.1 Master and Supplemental Funding Agreements ('MFA' and 'SFA')

TSPT and its schools are governed by standard versions of these documents which have varied over time as follows:-

<b>School</b>	<b>MFA held by TSPT</b>	<b>SFA</b>
	Version	Version
HPS	Mar-18	Mar-18
SMCPA	Mar-18	Mar-18
CPS	Dec-14	Apr-16
DRIS	Dec-14	Apr-16
Leesons	Dec-14	Apr-16
Midfield	Dec-14	Apr-16

## 2 Governance Structure

The governance structure comprises Members and Trustees (Board Directors), supported by the CEO, Central Executive Team and Headteachers and advised by the Local Advisory Councils.



### 2.1 [The Members](#)

The members have ultimate responsibility for the trust achieving its charitable objectives. They have the power to remove and appoint trustees.

There should be at least 5 Members (minimum 3) of the Company. The [Chair](#) of Trustees will be appointed a Member if not one of the Founding Members and the Members may appoint additional Members as they see fit.

### 2.2 [The Board of Trustees](#)

The Board of Trustees is the Trust's decision making body. It is responsible for setting the Trust's strategic direction and for ensuring that the financial management of the Trust meets all the legal requirements. It is responsible for developing, reviewing and agreeing all the Trust's policies (but may delegate responsibility for these via the Policies index), the appointment of staff and for holding the management and leadership of the member academies to account for the outcomes of every pupil. It can delegate certain decision making responsibilities where appropriate to committees and to members of the Executive Team.

Membership of the Board of Trustees is detailed in the Trust's Articles of Association and is currently made up of up to 10 Member Appointed Trustees and, ex-officio, the CEO.

As directors of the company and charity trustees, the Trustees have a number of duties and responsibilities towards the management of the Academy Trust and its finances as outlined in the appendices.

### **2.3 The CEO and Executive Team**

To help discharge their duties, Trustees have appointed a Chief Executive Officer (CEO) with the delegated authority and responsibility to manage the operation and administration of the Trust. The CEO is also an ex-officio Trustee.

The CEO holds to account the Executive Team, which includes the Executive Headteacher (EHT), School Headteachers, Chief Finance Officer (CFO) and the Chief Operations Officer (COO). In addition, Trustees have delegated the Executive Headteacher and Headteachers the authority and responsibility to manage the operation and administration of those academies subject to the overarching responsibility of the CEO.

### **2.4 Local Advisory Councils**

Each school within the Trust has a Local Advisory Council (LAC).

The primary focus of the LACs is the best interests of pupils within their school and the wider Trust; in particular, their welfare, progress and attainment. They provide assurance that the school is delivering its full prospectus effectively to all pupils.

They do this by:

- advising the Headteacher and, as necessary, the CEO and Trustees on the needs and views of their school community (including pupils, parents, staff and the wider local community).
- supporting their school and other schools in the Trust through promotion of the Trust's values and priorities within the school and its wider community

The Local Advisory Councils do not have legal responsibilities, but are a crucial channel of communication between their headteacher, the wider school community, the CEO and Trustees.

#### **2.4.1 Trust Advisory Council**

The Trust Advisory Council consists of the Chairs of the Local Advisory Councils, together with the Chair of Trustees.

The aims of the Trust Advisory Council are to ensure that LAC chairs:

- can feed common views from the LACs (and hence local school communities) directly to the Chair of Trustees
- can be kept abreast of Trust-wide matters and aware of strategy and developmental plans

The Trust Advisory Council is usually attended by the CEO, and other members of the Executive Team may be invited as required.

## **2.5 Trust Subcommittees**

The Board of Trustees has constituted a number of committees and decides membership of these committees on an annual basis at the first meeting of the Board of Trustees in the autumn term, at which the chair of each committee is also elected.

Terms of reference for these committees, which lay out the composition of the committee, meeting frequency and accountabilities, are given in the appendices. Brief summaries of purpose are given below:

### **2.5.1 Finance, Audit and Resources committee**

The Finance, Audit and Resources committee is responsible for supervising the finances of the Trust, including ensuring compliance with statutory requirements and approved financial controls and all schools in it on behalf of the Board of Trustees.

### **2.5.2 Achievement and Curriculum committee**

The Achievement and Curriculum committee is responsible for supervising pupil progress, attainment, welfare and quality of educational provision for all schools within the Trust.

### **2.5.3 Human Resources committee**

The Human Resources committee is responsible for supervising staff welfare, recruitment, retention, performance management and succession planning, including employee terms and conditions and pay scales.

### **2.5.4 Other committees and Panels**

Additional committees and panels may also be required and will meet when necessary. These may include for example:

- Recruitment panels;
- Disciplinary panels;
- Appeals panels;
- Complaints panels.

The membership of panels will be determined by the Trustees and may consist of Trustees, Local Advisory Council Members or third parties as required. Panels do not need a majority of Trustees sitting on them.

The terms of reference of these committees will be delegated by the Trustees as required and in line with statutory requirements.

## **3 Regulations, Principles and Procedures**

### **3.1 Code of Conduct**

Trustees and Local Advisory Council members must sign up to the Trust's Code of Conduct for Trustees and Local Advisory Council members. Trustees will also complete the 'Fit and Proper Person' Declaration.

### **3.2 Schemes of financial delegation**

The Trust [scheme of delegation](#) and [scheme of financial delegation](#) are approved by the Board of Trustees on an annual basis.

### **3.3 Induction for Trustees and Local Advisory Council members**

3.3.1 There should be a structured induction process for new members of the Board and Local Advisory Councils. The Chairs of these are responsible for ensuring that this is carried out but can appoint another member to take on the 'induction mentor' role. There should be informal mentoring and support for new members for at least their initial year of office, the details of which should be tailored on a case by case basis. This should be mutually agreed at an initial one to one meeting.

3.3.2 There should also be a clearly stated expectation for all new members to undertake an informal visit to at least one of the sites, with the cooperation of the appropriate Headteacher, and also for new members to attend appropriate induction training provided by the CEO and an appropriate training body as soon as practically possible.

### **3.4 School visits**

3.4.1 Trustees and Local Advisory Council members should attempt to visit a school at least once each term. Visits should be arranged through the Headteachers. All visits should have a clear purpose and most should be linked to the Trust or School development plan. Further details are included in the Trustee/LACm [Visits policy](#).

3.4.2 At the conclusion of the visit the Local Advisory Council members or Trustees should prepare a brief [report](#) for circulation to the relevant LAC or Board of Trustees summarizing what was seen and any lesson learnt. This report should be agreed with the Headteacher before being circulated.

### **3.5 Meetings Timetable**

- The Members will meet at least annually and more frequently if required.
- The Board of Trustees will meet at least four times a year.
- Local Advisory Councils will meet at least once each term.
- The Finance, Audit and Resources committee will meet at least 4 times each year.
- The Achievement and Curriculum committee will meet at least 3 times a year.
- The Human Resources committee will meet at least 2 times a year and can be convened at short notice if required.

### **3.6 Outline agendas**

Outline agendas are determined by Trustees to ensure that meetings of the Board of Trustees and the committees of the Board of Trustees and Local Advisory Councils cover all the tasks that are assigned to them. 'AOB' items are not encouraged – the preferred method being adding agenda items in advance – and are strictly time limited.

The agenda items are determined by the Trust Annual Business Planner which outlines the tasks and responsibilities of each Board and committee.

## **4 Terms of Reference for the Members**

### **1 Membership**

- 1.1 There should be at least 5 Members of the Trust, with a minimum of three, which will include the Chair of Trustees.
- 1.2 Any Member may resign provided that after such resignation the number of Members is not less than three.
- 1.3 Only Trust Members may vote at Member meetings.
- 1.4 Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

### **2 Chair of the Committee**

- 2.1 The chair of Trustees will act as the chair of the Members meetings.

### **3 Clerk to the Members**

- 3.1 The clerk to the Board of Trustees shall act as the clerk to the Members.

### **4 Quorum**

- 4.1 The quorum for Members meetings is three, including proxy Members or duly authorised representatives.

### **5 Meetings of the Members**

- 5.1 Notice of the meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy.
- 5.2 The Members will meet as often as is necessary to fulfil their responsibilities.
- 5.3 On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- 5.4 Attendance at each meeting, issues discussed and recommendations for decisions will be recorded. The written record will be forwarded by the clerk to the Company Secretary in sufficient time for its inclusion on the agenda and papers of the next meeting of the Members.
- 5.5 In the event of a need to make decisions between meetings on matters falling within the remit of the Members, decisions may be passed by written resolution by Members using e-mail or other suitable electronic forms of written communication.

### **6 Restriction on taking part in proceedings**

- 6.1 A Member should declare an interest, withdraw from a meeting and not vote in the following circumstances:
  - a) Where there is a conflict between the interests of any person and the interests of the Academy Trust that person should withdraw from the meeting and should not vote;
  - b) If there is any dispute as to whether or not a person must withdraw from a meeting the other Members present at the meeting must decide on this.

## **7 Powers and duties of the Members**

7.1 The Governance Handbook (2019) states:-

‘As charitable companies limited by guarantee every trust has Members who have a similar role to the shareholders in a company limited by shares. Most notably they:

- are signatories to the articles of association which includes definition of the trusts’ charitable object and governance structure (where they are Founding Members);
- may, by special resolution, amend the articles of association, subject to any restrictions created by the trust’s funding agreement or charity law;
- may, by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members;
- have powers to appoint Trustees as set out in the trust’s articles of association, and have power under the Companies Act to remove any or all serving Trustees;
- may, by special resolution, issue direction to the Trustees to take a specific action;
- appoint the trust’s auditors and receive the trust’s annual audited accounts (subject to the Companies Act); and
- have power to change the name of the charitable company and ultimately, wind up the academy trust.’

7.2 In the case of conflict, the Articles of Association shall take precedence over these Terms of Reference.

7.3 The Governance Handbook (2015) states that Members ‘have ultimate responsibility for the trust achieving its charitable objectives’.

7.4 The Governance Handbook (2019) states:

‘It is for each trust to determine how best to keep Members informed so they can be assured that the board is exercising effective governance and leadership of their trust. Members will want to be well informed of the skills the board needs to be effective and to have confidence in the board at all times, with sufficient arrangements in place for them to know when they may need to exercise their powers – particularly to appoint or remove one or more Trustees. If the governance of the trust by the board of Trustees becomes dysfunctional the Members have a strong interest in ensuring the board has sufficient plans to address the issues or otherwise to remove the board or individual Trustees and re-appoint Trustees with the skills necessary for effective governance. It should be clear to Trustees or others involved in governance of the trust (e.g. those appointed to committees including any LGBs) how they can escalate concerns to Members, where these are not satisfactorily addressed by the board themselves.’

7.5 Meetings of Members should ensure that the Trustees are controlling the trust effectively which will include assessing whether the Trustees:

- have ensured that the trust’s stated objectives are being met
- have set the vision, ethos and strategic direction for the trust
- are holding the CEO to account
- are overseeing the financial performance of the trust
- are reviewing objective data

## **8 Review of Terms of Reference**

8.1 These terms of reference will be reviewed annually by the Members.

## **5 Terms of Reference for the Board of Trustees**

### **1 Introduction**

- 1.1 The Board of Trustees is the decision making body of the Academy Trust ("Trust") and has responsibility for the Trust and each school within the Trust ("Trust School").
- 1.2 The constitution of the Board and its conduct are governed by the Articles of Association. These terms of reference provide additional aspects of the framework within which the Board operates, but the Articles take priority at all times in the event of any inconsistency.

### **2 Membership**

- 2.1 Membership of the Board of Trustees is detailed in the Trust's Articles of Association.
- 2.3 The composition of the Board will be kept under review by the Trustees and the Trust's Members. All appointments and removals will be made in accordance with the Articles of Association.
- 2.4 The Board may require attendance at its meeting from persons to assist or advise on a particular matter or range of issues. Headteachers may attend meetings of the Board at the discretion of the Chair but may not vote unless they have separately been appointed as Trustees.
- 2.5 Decisions may be taken by majority vote at Board meetings. Where necessary, the elected Chair may have a second or casting vote.

### **3 Chair and Vice-Chair**

- 3.1 In accordance with the Articles, the Trustees shall elect a [Chair](#) and [Vice-Chair](#) from among their number at the first meeting of each academic year.

### **4 Company Secretary and Clerk**

- 4.1 The Trustees shall appoint a Clerk (who may or may not also be the Company Secretary). The Clerk shall not be a Trustee or a Headteacher. If, however, the Clerk fails to attend a meeting of the Trustees, the Trustees may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.
- 4.2 The Company Secretary (if one is appointed) is appointed and removed by the Trustees and is the chief administrator with respect to the Trust's administrative affairs. If a Company Secretary is not appointed, then the Clerk to the Board of Trustees is the chief administrator with respect to the Trust's administrative affairs.

### **5 Quorum**

- 5.1 The quorum for a meeting of Trustees and for any vote thereat is set by the Articles of Association and shall be the greater of three Trustees and one-third (rounded up to the nearest whole number) of the total number of Trustees. Note that for votes on the appointment of a Parent Trustee, removal of a Trustee or removal of the Chair of Trustees the quorum is two-thirds of the number of Trustees entitled to vote.
- 5.2 Should at any time attendance at a meeting drop below the quorum then the meeting will be terminated and the Clerk will rearrange the meeting as soon as possible and within seven days of the date on which the meeting was originally to be held or was terminated.

## **6 Meetings of the Board**

- 6.1 The Board will meet as often as is necessary to fulfil its responsibilities and at least four times a year. The Clerk to the Trustees will circulate an agenda for each meeting and papers at least a week before the meeting.
- 6.2 The agenda for Board meetings will be determined in accordance with the Scheme of Delegation of Governance Functions and Business Planner in order to ensure that all matters are covered in a systematic manner. However, the Chair may convene a meeting to cover a specific subject without the need for a full standing agenda.
- 6.3 In the event of a need to make genuinely urgent decisions between meetings, the Trustees may do so by way of written resolution in accordance with the Articles of Association. The Chair of Trustees (or Vice Chair in their absence) may also take 'Chair's Action' in certain circumstances. This is when the chair makes a decision between meetings which has not been formally delegated to them to make, in effect s/he uses the power of the office to make the decision. This power can only be used where the action could be delegated legally to an individual (apart from exclusion decisions which can in limited circumstances be decided by the Chair), where not acting quickly would result in a serious detrimental impact on the Trust, school, pupil or staff member, and where the action itself is subsequently reported to the Board promptly. See The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013 for further details at:  
<http://www.legislation.gov.uk/ukxi/2013/1624/regulation/8/made>

## **7 Restriction on taking part in proceedings**

- 7.1 A Trustee must declare an interest, withdraw from a meeting and not vote in the following circumstances:
- a) Where there is a conflict between the interests of any person and the interests of the Trust that person should withdraw from the meeting and should not vote;
  - b) Where a Trustee has a pecuniary interest in any matter they should also withdraw from the meeting and not vote; or
  - c) In a situation where the principles of natural justice require a fair hearing, and there is any reasonable doubt as to a person's ability to act impartially, they should also withdraw from the meeting and not vote.

If there is any dispute as to whether or not a person must withdraw from a meeting the other Trustees present at the meeting must decide on this.

## **8 Powers and duties of the Trustees**

- 8.1 The Board of Trustees is the Trust's decision making body. It is responsible for setting the Trust's strategic direction and for ensuring that the financial management of the Trust meets all the legal requirements. It is responsible for developing and agreeing the Trust's policies, the appointment of staff and for holding the management and leadership of the member schools to account for the outcomes of every pupil. However, it can delegate certain decision making responsibilities where appropriate to sub committees, to the CEO and to other individual members of the Executive.

In summary, the Trustees are responsible for:

- the carrying on of the Academy Trust in accordance with its objects as set out in the Articles and safeguarding its assets;
- the running of the Academies and for directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles and the Funding Agreement (including the Academies Financial Handbook ('AFH'));
- ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the AFH, which sets out in detail provisions for the financial management of each school including guidance on financial systems and controls and accounting and reporting requirements;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.
- appointing the chairs of the Local Advisory Councils, including dissolving those councils if the trustees consider that the circumstances at a school warrant it.

8.2 The Board will:

- Set the strategy for the Trust and all schools within it;
- Design, agree and monitor Trust objectives;
- Set targets for teaching and learning;
- Monitor Trust Schools' performance;
- Set Trust and Trust Schools' budgets;
- Appoint internal auditors following recommendation from the Finance, Audit and Resources Committee and recommend to Members the (re)appointment of external auditors.
- Recommend appointment of the external auditors to the Members. Please see note on 'The appointment of auditors' on p32 regarding the responsibilities of the Members on this issue.
- Determine a Scheme of Financial Delegation;
- Consider and approve curriculum;
- Hold the CEO to account;
- Set and review procedures for safeguarding;
- Consider and respond to requests or concerns from the Local Advisory Councils and the Trust Advisory Council

8.3 Certain matters will not be delegated and are reserved to the Board. These are set out below.

## **9 Review of Terms of Reference**

These terms of reference will be reviewed at least annually by the Board of Trustees during the first term of each academic year.

### **10 Matters reserved to the Board:**

- 1 to enter into strategic partnerships with other educational bodies or private sector enterprises;
- 2 to alter the constitution of the Trust by adding a new Trust School or winding up an existing Trust School;
- 3 to change the name of any of the Trust Schools or the Trust;
- 4 to determine the educational character, mission or ethos of the Trust Schools;
- 5 to approve any material change to the activity of the Trust Schools;
- 6 to set the admissions policy for the Trust Schools (The Trust alone is the sole Admissions Authority);
- 7 to set delegated authority limits for financial and other decisions;
- 8 to make requests to the Secretary of State for any matter;
- 9 to change the structure of the Board of Trustees and to determine the chair, membership and terms of reference of any committee of the Board of Trustees (including for the avoidance of doubt Trust School Local Advisory Councils). The Board should be made aware of Local Advisory Council member appointments made following a parent or staff election, and of Trustees appointed by the Members but are not required to provide approval.
- 10 to establish a trading company and approve trading activity;
- 11 to sell, purchase, mortgage or charge any land in which the Trust has an interest;
- 12 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 13 to appoint internal auditors and investment advisers;
- 14 to approve and sign the annual accounts;
- 15 to approve any contracts that require the granting of indemnities or guarantees;
- 16 to appoint or dismiss the CEO, Headteacher of each Trust School, the Chief Financial Officer (CFO), the Company Secretary, and the Clerk to the Trustees;
- 17 to settle the division of executive responsibilities between the Trustees, CEO, the Headteachers of Trust Schools, the CFO and the COO;
- 18 to propose changes to the Objects (which would require Charity Commission and Secretary of State consent in any event);
- 19 to propose amendments to the Articles of Association;
- 20 to pass a resolution to wind up the Trust;
- 21 to do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof);
- 22 to do any other act which the Articles expressly reserve to the Board of Trustees or to another body; or
- 23 to do any other act which the Board of Trustees determine to be a Reserved Matter from time to time.

## **6 Terms of Reference for Subcommittees**

### **6.1 General Terms of Reference applying to all Subcommittees**

#### **6.1.1 Purpose**

The underlying purposes for all committees are the same as those of the Trust as outlined in Section 1 (Introduction) above and are fundamentally about promoting the continued best interests of all pupils within the Trust.

#### **6.1.2 Specific Terms of Reference for each committee**

Each committee has a specific Terms of Reference as outlined in the following sections. They provide the sole, agreed framework within which the committee operates.

The terms of reference for committees will be reviewed at least annually by the Board of Trustees during the first term of each academic year. A committee can at any time recommend changes to these Terms of Reference for consideration by the Board of Trustees at its next meeting.

Notwithstanding these Terms of Reference, the Board of Trustees can at any time take upon itself any of the functions delegated to a committee.

#### **6.1.3 Membership**

The membership of committees is decided by the Board of Trustees on an annual basis at their first meeting in the autumn term, at which the chair of each committee is also elected.

Each committee will usually be made up as follows:

- Trustees as nominated by the Board of Trustees;
- The CEO (ex-officio)
- Trustees can appoint non-Trustees providing they are in a minority.

Only the members of a committee may vote at its meetings. Where necessary, the chair of the committee may have a second or casting vote.

#### **6.1.4 Other Attendees**

Members of the Executive Team or other employees may be required or invited to attend to assist or advise on a particular matter or range of issues. For example, the CFO is required to attend FARCO and the Human Resources committee; the Executive Headteacher and other Headteachers are often required or invited to various committees

Trustees who are not members of a subcommittee may attend that committee's meetings but do not have the right to vote on any resolution put before that committee.

#### **6.1.5 [Chair of the Committee](#)**

The chair of each committee is elected by the Board of Trustees on an annual basis at the first meeting of the Board of Trustees in the autumn term. Only a Trustee may be appointed as chair and no Trustee employed by the Trust will act as chair to a committee. In the absence of the chair the committee will elect a temporary replacement from among the Trustees present at the committee meeting.

#### **6.1.6 Restriction on taking part in proceedings**

A member of the committee should declare an interest, withdraw from a meeting and not vote in the following circumstances:

- a) Where there is a conflict between the interests of any person and the interests of the Academy Trust that person should withdraw from the meeting and should not vote;
- b) In a situation where the principles of natural justice require a fair hearing, and there is any reasonable doubt as to a person's ability to act impartially, they should also withdraw from the meeting and not vote;
- c) Where a member of the committee has a pecuniary interest in any matter they should also withdraw from the meeting and not vote;
- d) If there is any dispute as to whether or not a person must withdraw from a meeting the other members of the committee present at the meeting must decide on this.

#### **6.1.7 Clerk to the committee**

The clerk to each committee is appointed by the Board of Trustees. No member of the committee may act as clerk to the committee other than that, in the absence of the clerk, the committee will elect a replacement from amongst those attending the meeting to act as clerk for that meeting. This may not be the CEO or a Headteacher.

#### **6.1.8 Quorum**

The quorum for each committee is:

- Two members of the committee, in addition to the CEO, where Trustees are in the majority.

Should at any time attendance at a meeting drop below the quorum then the meeting will be terminated and the clerk will rearrange the meeting as soon as possible.

#### **6.1.9 Committee Meetings**

- a) Each committee will meet as often as is necessary to fulfil its responsibilities and at least as often as set out in Section 3.5 (Meetings Timetable) above. The clerk to the committee will circulate an agenda for each meeting and papers a week before the committee meeting.
- b) Attendance at each committee meeting, issues discussed and recommendations for decisions will be recorded. The written record will be forwarded by the clerk to the committee to the Company Secretary in sufficient time for its inclusion on the agenda and papers of the next meeting of the Board of Trustees. This is to meet statutory requirements, to provide information to the Board of Trustees and to seek ratification of decisions and recommendations.
- c) The chair of the committee will be responsible for giving an oral summary of the committee's deliberations if necessary at meetings of the Board of Trustees.

#### **6.1.10 Urgent Decisions**

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the committee, decisions may be passed by written resolution by committee members using e-mail or other suitable electronic forms of written communication.

If, for reasons of genuine urgency, the above is not possible, the chair of the committee can take 'Chair's Action' on issues where it is possible to delegate authority to an individual, to the extent of the authority delegated to that committee by the Board of Trustees. Such Chair's Action will not normally be taken without consultation with the Chair of Trustees. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board of Trustees.

## **6.2 Specific Terms of Reference for the Finance, Audit and Resources Committee**

### **1 Introduction**

The purpose of the Finance, Audit and Resources committee is to assist the decision making of the Board of Trustees, by enabling more detailed consideration to be given to the best means of fulfilling the Board of Trustees' responsibility to ensure sound management of Trust's finances, including: proper planning, probity, monitoring including the establishment of effective internal controls, and, by delegation to an audit committee formed for the purpose, make adequate and satisfactory arrangements for both internal and external audit. On a regular basis to make appropriate comments and recommendations on such matters to the Board of Trustees. Major issues will be referred to the Board of Trustees for ratification.

### **2 Specific Powers and duties of the Finance, Audit and Resources committee**

Subject to the requirements of the Education Act 1996 as amended by the Learning and Skills Act 2000 and the Education Act 2002, together with company law set out in the Companies Act 1985 and subsequent acts and charity law and the requirements of the Charity Commission and its Statement of Recommended Practice (SORP) – Accounting and Reporting by Charities as revised in July 2015 the Finance, Audit and Resources committee is authorised:

- a) To consider the Trust's indicative funding, notified annually by the Department for Education (DfE), and to assess its implications for the Trust, in consultation with the CEO, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board of Trustees;
- b) To consider and recommend acceptance/non-acceptance of the Academy Trust's budgets, at the start of each financial year;
- c) To contribute to the formulation of the Trust and Schools' Development Plan, through the consideration of financial priorities and proposals, in consultation with the CEO;
- d) To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any reserve fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Trust and Schools' Development Plan;
- e) To liaise with and receive reports from any other committee, as appropriate, and to make recommendations to those committees about the financial aspects of matters being considered by them, including Health and Safety;
- f) To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Board of Trustees;
- g) To 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 to make recommendations for improvement;
- h) To prepare the financial statement to form part of the annual report of the Board of Trustees to parents and carers and for filing in accordance with Companies Act and Charity Commission requirements;

- i) To be responsible for making the audit arrangements specified in paragraph 1.2; to receive the internal and external auditors' reports and to recommend to the Board of Trustees action as appropriate in response to audit findings;
  - i. To review the Trust's internal and external financial statements and reports to ensure that they reflect best practice;
  - ii. To discuss with the external auditor the nature and scope of each forthcoming audit and the findings of the audit once completed;
  - iii. To consider all relevant reports by any internal auditors or the appointed external auditor, including reports on the Trust's accounts, achievement of value for money and the response to any management letters;
  - iv. To monitor the implementation of action to address adverse control findings by the Responsible Officer, any internal auditors or the appointed external auditor;
  - v. To review the effectiveness of the Trust's internal control system established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally preferable manner;
  - vi. To consider and advise the Board on the Trust's annual and long-term audit programme, ensuring that the Trust's internal controls are subject to appropriate independent scrutiny at least in accordance with Government standards;
  - vii. To consider any other matters where requested to do so by the Board/; and
  - viii. To report at least once a year to the Board on the discharge of the above duties.
- j) To recommend to the Board of Trustees the appointment or reappointment of the auditors of the Academy Trust;
- k) To keep under review the Scheme of Financial Delegation and the process and procedures used to obtain authority for expenditure;
- l) To maintain a comprehensive risk register and delegate monitoring/assessment of risks to committees as appropriate.

## **6.3 Specific Terms of Reference for the Achievement and Curriculum Committee**

### **1. Introduction**

The Achievement and Curriculum committee focuses on the educational and welfare needs, provision and progress of students. They make recommendations and provide analysis on such matters to the Board of Trustees.

### **2. Specific Powers and duties of the Achievement and Curriculum committee**

The principal role of ACC is to ensure good progress and achievement throughout the trust. In particular, ACC: -

- a) Propose/report on improvement targets to Trust Board
- b) Monitor performance and standards
- c) Monitor standards of teaching and learning
- d) Commission, and consider recommendations, from external reviews
- e) Set and monitor standards in relation to PPG, Sports Premium and SEN
- f) Develop, review, adopt policies to support school performance
- g) Consider/propose to Trust Board curriculum developments
- h) Ensures that the appropriate systems and procedures are in place trust-wide to ensure schools can work together to improve teaching and learning
- i) Ensures that appropriate procedures are in place to ensure the integrity of external tests and exams
- j) Ensures that there is adequate external challenge and moderation throughout the Trust
- k) Ensures that the Trust has effective pastoral systems
- l) To ensure that all students receive a broad and balanced curriculum and that statutory requirements, in terms of curriculum provision, are met.

## **6.4 Specific Terms of Reference for the Human Resources Committee**

### **1. Introduction**

The Human Resources committee is responsible for supervising staff welfare, recruitment, retention, performance management and succession planning, including employee terms and conditions and pay scales.

### **2. Membership**

In addition to the General Terms of Reference applying to all subcommittees, Employees of the Trust may not be members of the Human Resources Committee, other than the CEO (who must withdraw for discussions relating to their remuneration).

### **3. Specific Powers and Duties of the Human Resources Committee:**

- a) To advise the Trust Board/Finance & Resources committee on current and future pay level
- b) To ratify appropriate salary ranges and starting salaries for Lead Practitioners, and members of the leadership group
- c) To ratify annual pay progress for teachers (by 31 October at the latest) as set out in the Pay Policy, taking account of any recommendations made on the Performance Management review statement, in accordance with the approved pay policy
- d) To approve applications to be paid on the Band 3 Pay Range
- e) Establish a CEO review Panel of at least two Trustees to review the performance of the CEO and to recommend the remuneration for the CEO
- f) Consider for approval the recommendations of the CEO Review Panel
- g) Delegate to two of a Trustee, a LAC member and an external expert, the review of performance of the Headteachers with the CEO
- h) To recommend approval of any annual pay progress and objectives for the CEO (by 31 December at the latest), taking account of the recommendation made by the CEO's Performance Review Panel, following the annual review. (For clarification, the CEO determines the annual pay progress of Headteachers following the performance management meeting which itself will involve 2 of Trustees/Local Advisory Council members/external expert)
- i) To determine the application of national inflationary increases as required
- j) To ensure that suitable Human Resources policies and procedures are in place and are effectively implemented by the Trust
- k) To approve any bonuses, market retention payments and similar
- l) To approve increases in pay for senior staff following any job (re) assessment
- m) To consider other issues related to pay and performance strategy as necessary
- n) Review exceptional matters as they arise
- o) Oversee the Trust's HR function

## **7 Terms of Reference for Panels**

### **7.1 Terms of Reference for a Pay Appeals Panel**

The Trust Board shall establish a Pay Appeals panel to deal with all appeals against pay decisions.

#### **1. Clerking**

The meeting of the Pay Appeals panel should be minuted.

#### **2. Membership**

The Pay Appeals panel shall consist of at least three named Trustees or LAC members, none of whom shall be employees or Associate members or members of the Pay and Performance committee. The CEO may attend all proceedings of the Pay Appeals panel for the purpose of providing information and advice (except where the appeal is in respect of his/her own salary, where s/he will attend for the purposes of making his/her case).

#### **3. Quorum**

Three Trustees or LAC members.

#### **4. Powers and Duties of the committee:**

To determine formal appeals against pay determinations in accordance with the Appeals Procedure set out in the Pay Policy.

### **7.2 Terms of Reference for CEO Performance Review Panel**

- The Trust Board shall establish a CEO Performance Review Panel to review the performance of the CEO and recommend next year's objectives.
- Quorum shall be two Trustees, excluding the CEO
- The Panel may engage a suitable external consultant to assist with the review

### **7.3 Terms of Reference for CEO Remuneration Panel**

The CEO Remuneration Panel shall consist of 3 Trustees (excluding any executive Trustees) and an appropriate non-Trustee to provide a degree of independence. Quorum shall be any three.

The committee will determine an appropriate level of remuneration for the CEO taking into account issues including: -

- Market comparisons with other MAT CEOs
- The need to have an attractive looking salary both for retention purposes and to attract an eventual potential successor
- The acute pressures on funding
- Not joining in the 'race for the top' prevalent with CEO salaries
- The fact that in general staff have had very restricted salary increases in recent years
- The need to demonstrate careful and appropriate use of public money and government/public expectations
- Differentials
- The skills, qualifications and attributes of the existing incumbent
- The opinion of the Trust's HR advisers
- A report from the CEO Performance Management panel

The committee will make a recommendation to the Trust Board who will make the final determination.

## **8 Local Advisory Council Terms of Reference**

### **1 Introduction**

The primary focus of the LACs is the best interests of pupils within their school and the wider Trust; in particular, their welfare, progress and attainment. They provide assurance that the school is delivering its full prospectus effectively to all pupils.

They do this by:

- advising the Headteacher and, as necessary, the CEO and Trustees on the needs and views of their school community (including pupils, parents, staff and the wider local community).
- supporting their school and other schools in the Trust through promotion of the Trust's values and priorities within the school and its wider community

Although the LACs do not have legal powers or duties, they are a crucial channel of communication between their headteacher, the wider school community, the CEO and Trustees.

### **2 Membership of the Local Advisory Council**

#### **2.1 LACs comprise the following Local Advisory Council members**

- The Chair, who will be appointed by the Board of Trustees, after advice from the LAC members, Headteacher and CEO.
- One or two staff who may be elected or appointed as determined by the LAC
- Headteacher
- At least two parents who may be elected or appointed as determined by the LAC
- Such other members as the Trustees decide to appoint.

The LAC may invite other employees of the Trust to attend, as appropriate.

#### **2.2 The membership of the LAC will be reviewed on an annual basis at the first meeting of the Board of Trustees in the autumn term.**

#### **2.3 Trustees may terminate the appointment of any LAC member (including staff and parent members, whether elected or appointed) whose presence or conduct is deemed not to be in the best interests of the Trust or the school.**

#### **2.4 Any Local Advisory Council Member shall hold and vacate office in accordance with the terms of their appointment but (except in the case of the Headteacher) the length of their term of office shall not exceed four years. Local Advisory Council Members retiring at the end of their term of office shall be eligible for re-appointment at the discretion of the Trustees.**

#### **2.5 A Local Advisory Council Member may at any time resign their office by giving notice in writing to the Clerk to the LAC. The Headteacher and Staff LAC members shall automatically cease to hold office if they cease to be associated with the Trust School in the capacity in which they were appointed or elected.**

#### **2.6 The LAC is authorised to invite attendance at its meeting from persons to assist or advise on a particular matter or range of issues.**

#### **2.7 The Chair of Trustees, CEO and Executive Head are entitled to attend meetings of the LAC.**

#### **2.8 Only LAC members may vote at LAC meetings. Where necessary, the chair of the LAC may have a second or casting vote.**

### **3 Chair of the Local Advisory Council**

The Chair of the LAC is appointed by the Board of Trustees on an annual basis at the first meeting of the Board of Trustees in the autumn term, after advice from the LAC members, Headteacher and CEO. In the absence of the Chair the LAC will elect a temporary replacement from among the LAC members present at the meeting. The Chair of the LAC must not be a member of staff.

The Chair must be able to build productive relationships with a range of different people and is the principle link between the Local Advisory Council and the Trustees. The Chair should be able and willing to act as a sounding-board for the Headteacher outside of formal meetings, either face-to-face or through phonecalls or emails.

The chair will

- Ensure that LAC members and staff feel valued and encourage their development.
- Ensure that LAC members understand the role of the LAC as outlined below
- Chair Local Advisory Council meetings effectively, ensuring that all members have the opportunity to contribute while completing the business in a timely fashion.
- Plan the agenda for each meeting in conjunction with the CEO and Headteacher and in line with the yearly planner.
- Review the notes from last meeting and follow up on any outstanding actions.
- Ensure that bullet-point notes are made of major points of record and any requests for consideration and action. These notes to be copied to LAC members, the Headteacher, CEO and the Trust Board.
- Represent the Local Advisory Council in its dealing with external parties and be an advocate for the school and the Trust.
- Encourage all members of the Local Advisory Council to undertake appropriate training, including a structured induction process for new members. The Chair can appoint another member to take on the 'induction mentor' role.
- To give a clear lead in evaluating the Local Advisory Councils work and ensure that it has the range of skills required to carry out its role.
- Advise Trustees on the appointment of additional LAC members
- Organise presence at parents evening
- Organise annual 'thank you' event for staff (invite Trustees as appropriate).
- Communicate with parents (eg. through articles in newsletter)
- Represent the LAC as a member of the Trust Advisory Council

### **4 Quorum**

The quorum for the LAC is 3 LAC members, not including the Headteacher. Non-staff members must be in the majority. These requirements also apply to any sub-committee.

Should at any time attendance at a meeting drop below the quorum then the meeting will be terminated and the clerk will rearrange the meeting for as soon as possible.

### **5 Meetings of the LAC**

- 5.1 The LAC will meet at least once each term. The chair will set the agenda in consultation with the Headteacher.
- 5.2 Bullet-point notes are made of major points of record and any requests for consideration and action. These notes to be copied to LAC members, the Headteacher, CEO and the Trust

Board. The Trust Board will discuss the notes at their next meeting and provide response as appropriate.

## **6 Restriction on taking part in proceedings**

6.1 An LAC member should declare an interest, withdraw from a meeting and not vote in the following circumstances:

- a) Where there is a conflict between the interests of any person and the interests of the Academy Trust that person should withdraw from the meeting;
- b) Where an LAC member has a pecuniary interest in any matter they should also withdraw from the meeting;
- c) If there is any dispute as to whether or not a person must withdraw from a meeting the other LAC members present at the meeting must decide on this.

## **7 Role of the Local Advisory Council**

7.1 Although the LACs do not have legal powers or duties, they are a crucial channel of communication between their headteacher, the wider school community, the CEO and Trustees. The primary focus of the LACs is the best interests of pupils and in particular their welfare, progress and attainment. They provide assurance that the school is delivering its full prospectus effectively to all pupils.

7.2 LAC meetings are an opportunity for LAC members to:

- Highlight potential opportunities or improvements for the school and its pupils
- Provide feedback on issues of concern within the school or wider community
- Learn about school and Trust developments and initiatives
- Understand how their school is making progress towards Trust targets
- See how their school is performing on Trust KPIs
- Act as a 'sounding board' and 'critical friend'
- Use individual experience, expertise and wisdom for the benefit of the school

7.3 In exercising their role, the LAC will primarily be in dialog with the Headteacher and other school staff. They will also influence both their own school and the wider trust by:

- Sending notes of each meeting for discussion at Trust Board meetings
- Dialog with the CEO where necessary (for example when they are not confident that the views of the LAC have been sufficiently taken account of by the Headteacher or when there are opportunities or concerns that need escalating to the wider Trust)
- LAC chairs acting as members of the Trust Advisory Council
- Where there are significant concerns, direct discussion with the Chair of Trustees or other Trustees.
- Being involved in the recruitment process for Headteachers and other senior staff

7.4 LAC members are also ambassadors for their school and the Trust within the wider community. They may fulfil this role by, for example:

- Being a visible presence at school functions and other opportunities to meet with parents, including actively supporting the PTA/Friends of the School.
- Directly supporting activities with pupils
- Joining working parties at the invitation of the Headteacher

- Sharing the values and strategic direction of the school and the Trust with the community; supporting the Trusts “one school” family vision

7.5 In addition to the above roles, LAC members may from time to time be invited by Trustees to sit on Panels. These might include, for example:

- Senior Staff (including Headteacher) recruitment panels
- Inspection panels
- Trust-wide thematic working parties
- HR panels (e.g. disciplinary, grievance)
- Appeal panels (e.g. Exclusion, Admissions)

## **8 Conduct and Code of Practice**

8.1 Each LAC member shall act in the best interests of the Trust at all times.

8.2 LAC members must keep confidential all information of a confidential nature obtained by them relating to the Trust.

8.3 LAC members will sign and abide by the Code of Practice for Local Advisory Council Members

## **9 Review of Terms of Reference**

9.1 These terms of reference are determined by the Board of Trustees and will be reviewed at least annually by the Board during the first term of each academic year. The LAC can at any time recommend changes to these Terms of Reference for consideration by the Board of Trustees at its next meeting.

## 9 Individual Governance Roles

### 9.1 The role of Chair of Trustees

The Chair should facilitate the Board working as a team to challenge, support and contribute to the strategic leadership of the Trust.

The Chair must be able to build productive relationships with a range of different people. As the principle link between the committees and the CEO, the Chair bears additional responsibilities. The CEO and Chair should meet regularly at mutually convenient times, to discuss Trust matters. At times, email communication will be as effective as a meeting.

The Chair is first among equals and has no individual power. The Board of Trustees is a corporate identity and the power and authority rests with the Board as a whole. The Chair may take Chair's action in an emergency, but any such action must be reported to the Board as soon as possible.

**The Chair of Trustees is also an ex-officio Member of the Trust.**

#### 1. Electing the Chair

The Chair of the Trustees is elected by the Board of Trustees and will be appointed as a Member if not one already one of the Members. Whenever a vacancy arises, the Trustees must elect a new Chair at the next meeting of the Trustees. The CEO or Headteacher may not stand for election as Chair, nor may any employee of the Trust.

The Clerk to the Board acts as the returning officer and should:

- Ensure that anyone proposed for election is willing to serve
- Allow candidates to nominate themselves
- Facilitate a vote when there is only one candidate
- Enable a vote by secret ballot, not by show of hands

#### 2. Key Roles and Responsibilities

- To lead the Board of Trustees and ensure that it meets all its legal responsibilities and supports the attainment of the highest standards in school.
- To work in partnership with the CEO, developing a professional relationship, through regular meetings, providing appropriate support, encouragement and challenge. This must be based on trust and mutual respect for each other's roles.
- To build an effective team which understands its role.
- To establish sound Trust structures.
- To develop an effective working relationship with the Clerk.
- To chair Trust Board meetings effectively, ensuring that all Trustees can contribute while completing the business in a timely fashion.
- To chair Meetings of Members
- To make decisions only in cases of emergency, and keep the Board informed.
- To cooperate with other agencies to support Trust improvement.
- To represent the MAT in its dealing with external parties and be an advocate for the Trust.
- To ensure that Trustees and staff feel valued and encourage their development.
- To develop a succession plan, so that the role of Chair can be handed over to well-prepared successors.
- To have the Power to Act (Chair's Action) as if the Trust were a Maintained School. See The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013 for further details at: <http://www.legislation.gov.uk/ukxi/2013/1624/regulation/8/made>

It is not advisable that the Chair of Trustees is also chair of a committee due to the volume of work involved.

### **3. Ensuring a strategic focus: strategic v operational**

Strategic decision-making is carried out by the Trust Board, in concert with the CEO, the Executive Team and Headteachers. Managerial and operational decisions are the responsibility of the CEO, the Executive Team and Headteachers and his/her staff, such as, short-term planning, spending within agreed budget headings, recruitment and deployment of staff below the leadership team, discipline in relation to individual staff or children.

Strategic: this involves setting the ethos and direction of the Trust and the schools within it, long and medium term planning, oversight and accountability of performance and major spending decisions.

#### **Agendas**

The Chair of the Board has a crucial role in ensuring that the governing body undertakes its key functions. With the Clerk's support and together with the CEO, the Chair's ability to set the agenda for meetings is a key tool in ensuring the Trust concentrates entirely on strategic matters.

#### **Year Planner**

The Chair of the Board is responsible for maintaining the Year Planner, which plans the work for the local governing bodies and committees across the academic year. This must be kept under review, with the CEO and Headteachers to ensure actions are taken at the appropriate point during the year.

### **4. CEO appointment**

The Trust Board are responsible for the appointment of the CEO and Headteachers. The appointment of the Trust's next CEO can be the most important thing a Trust Board does. The Chair can help this process by:

- Ensuring future planning is good, to see the Trust through any interregnum.
- Ensuring Trustees have the opportunity to review, confirm or revise the Trust's vision, and that this is clearly articulated.
- Ensuring Trustees have the experience and confidence in assessing and appointing.
- Supporting succession planning and leadership development amongst the staff and particularly within the leadership teams as preparation for Headship, either within the academies or elsewhere.
- Working with the Clerk to ensure that the necessary additional meetings are well planned and have all the necessary paperwork and housekeeping arrangements in place.

### **5. CEO Performance Management**

At the beginning of each year, the Trust Board must appoint, or delegate the appointment of, two or three Trustees to review the CEO's performance.

## **9.2 The role of Vice Chair of Trustees**

The Vice Chair works closely with the Chair of Trustees and the CEO, the Executive Team and the Headteachers. They will support the chair in ensuring other Trustees are fully involved and the Trust Board work as a team.

### **1. Electing the Vice Chair**

The Vice Chair of the Trustees will be appointed by the Board at the first meeting of the Trustees in the academic year.

### **2. Key Roles and Responsibilities**

To actively develop knowledge, skills and understanding to share the workload with the Chair.

To deputise for the Chair in their absence. The Vice Chair can only stand in for the Chair on a temporary basis. When they do so, they have the same powers as the Chair. However, if the Chair of Trustees has resigned, a new Chair must be elected at the next meeting of the Trust Board.

When appropriate, the Vice Chair may be required to join meetings with the Chair and the CEO.

If the Chair of Trustees is unable to attend meetings, the Vice Chair may be asked to do so on their behalf, representing the Trust Board. This may be in-school, or with other agencies. There may be other occasions when the Vice Chair is required to do so by the Chair. The decision for the Vice Chair to attend meetings rests with the Chair of Trustees.

- To take on specific responsibilities delegated by and in agreement with the Chair. These areas of responsibility would be agreed between the Chair and Vice-Chair and would aim to make use of particular skills, expertise and talents.
- To ensure the induction programme for new Trustees is carried out.
- To attend relevant training.

The Vice-Chair may also be a committee chair, but this is not a requirement.

## **9.3 The role of subcommittee Chairs**

### **9.3.1 Election of the Chairs of committees**

The Trustees will annually appoint the Chairs of committees at the first Board meeting of the academic year. Whenever a vacancy arises, the Trustees must elect a new Chair at the next available board meeting.

### **9.3.2 Key roles and responsibilities**

- To regularly meet with the Chair of the Board
- To confirm the broad agenda of business for each committee meeting, to prepare the agenda for meetings alongside the Clerk, and to ensure that the necessary papers are prepared and distributed in advance of the meeting to the appropriate people.
- To ensure that the general Terms of Reference for subcommittees and the specific Terms of Reference of their committee are being fulfilled. The chair should be familiar with these. Many elements of the Terms of Reference will be fulfilled through the termly meetings of the committee as a whole, but in some instances action will need to be taken between meetings as required. For example, it may be necessary for the chair of the Finance, Audit and Resources committee to approve items of expenditure outside the normal meeting.
- To ensure that the committee is considering those items delegated to it as defined in the Scheme of Delegation and the Year Planner.
- To run each meeting according to the agenda, making sure the committee is quorate.
- To agree the draft minutes prepared by the Clerk.
- To discuss significant outcomes from the committee with the Trust Board
- To liaise with LAC chairs and members, as appropriate, to keep them informed as to strategy and rationale

## **10 Executive Roles**

### **10.1 CEO**

The CEO provides strategic leadership for the Spring Partnership Trust to realise its vision. This includes leading on the business plan and holding the Education, Finance, HR and Operations teams to account. The CEO makes sure that schools and the Trust are meeting their statutory responsibilities. They build strong links with the DfE and the Regional Schools Commissioner, developing the Trust reputation and establishing its branding.

The CEO is the Accounting Officer of the Trust and reports directly to the Trust Board.

### **10.2 The Executive Headteacher (EHT)**

The Executive Headteacher is responsible across the Trust for standards and achievement in schools, realised through the quality of The Spring Partnership Knowledge based curriculum. This includes focusing on the quality of the curriculum, the development of learning and teaching and with a good understanding of how to improve pupil outcomes.

In addition, the Executive Headteacher is the substantive headteacher of those schools which have a Head of School (as opposed to a Headteacher) and is legally responsible for them. The Executive Headteacher is the direct line manager for the Heads of School.

The EHT reports to the CEO.

### **10.3 CFO**

The CFO effectively and efficiently manages all aspects of school finance and resourcing to ensure that schools meet their educational aims. The CFO leads and manages non-educational, operational aspects of the schools. The CFO ensures compliance with the Academies financial handbook, statutory financial and legal obligations and compliance with Company and charity law. The CFO provides regular reports on the financial status of the trust and partners schools and ensures that all financial deadlines are met and reports are filed at company's house and actions the recommendations from external audits and organises the internal controls process. The CFO is managed by the CEO on a day-to-day basis, but is a direct appointment of the Board of Trustees.

### **10.4 COO**

The COO (who will act as the Company Secretary for the Trust), leads and manages non-educational, operational aspects of the schools and has responsibility for the Trusts' business and procurement functions, and will oversee Estates Management, Health & Safety, Trust policies, Governance and regulatory compliance functions. The COO is managed by the CEO on a day-to-day basis for operational matters and by Trustees on governance matters. They are a direct appointment of the Board of Trustees.

### **10.5 Headteachers and Heads of School**

Headteachers and Heads of School provide professional leadership of their schools to secure the schools' success and improvement, ensuring a high quality education for all pupils and outstanding standards of learning and achievement. They work with the CEO to develop a strategic vision for the school and to promote the school reputation, values and ethos to the wider community. They build collaborative partnerships with other schools in the Trust to contribute to the development and success of the overall group. They establish and monitor systems for effective management of their school, working with the Trust Business and Finance team to ensure financial responsibilities are met and the school gets good value for money. All Headteachers and Heads of School report on curriculum matters to the EHT.

### **10.5.1 Difference between Headteachers and Heads of School**

Headteachers are directly line-managed by the CEO and are the substantive headteachers of their respective schools and are legally responsible for them. The CEO is the line manager of the headteachers but is not legally responsible for the schools, other than as Accounting Officer.

Heads of school are directly line-managed by the EHT. The EHT is the substantive headteacher of these schools and is legally responsible for them.

## 11 Delegation Table

NB: This is the standard level of delegation by the Board of TSPT to member schools. It may be altered at any time depending on circumstances.

Consult – Views sought

Propose – Proposal for action made

Recommend – Consider (and amend) the proposal, determine whether to recommend for approval

Approve – the authority to make the decision on policy

Implement – Carrying out the policy

Please read this delegation table in conjunction with “**Scheme of Financial Delegation**” (page 36)

#	Task	Board of Trustees	Fin Cttee (FARCO)	ACC Cttee	HR Cttee	CEO / Ldr Grp	School Head
	Key: Approve (A), Recommend (R) Propose (P), Consulted (C), Implement (I)						
<b>1.</b>	<b>Governance</b>						
1.1.	Approve Trust Board Terms of Reference	A					
1.2.	Approve Trust Scheme of Delegation	A					
1.3.	Approve new academies joining the Trust	A					
1.4.	Establish Trust Committees	A					
1.5.	Approve Trust Committee Terms of Reference	A					
1.6.	Approve Local Advisory Council (LAC) Terms of Reference	A					
1.7.	Appoint Chair of LAC	A					
1.8.	Remove the Chair of LAC	A					
1.9.	Appoint (and remove) Chair(s) of Trust Committees	A					
1.10.	Appoint (and remove) Trust Committee members	A					
1.11.	Appoint (and remove) Clerk to TB	A					
1.12.	Organise calendar of Trust Board and LAC meetings	A				R	R
1.13.	Approve Trustees/LACm Expenses Policy	A					
1.14.	Trustee /LACm training and induction	A				I	C
1.15.	Trust Self Evaluation and 3-year Strategic Plan	A	R	R	R	P	
<b>2.</b>	<b>School performance, Curriculum and Teaching</b>						
2.1.	Individual School Performance Review <i>e.g. SEF</i>					A	P

#	Task Key: Approve (A), Recommend (R) Propose (P), Consulted (C), Implement (I)	Board of Trustees	Fin Cttee (FARCO)	ACC Cttee	HR Cttee	CEO / Ldr Grp	School Head
2.2.	Individual School Performance Targets			A		P	C
2.3.	School 1 Year development Plan			tbc		A	P
2.4.	Curriculum Policy	A		R		P	C
2.5.	Teaching & Learning Policy	A		R		P	C
2.6.	Sex Education policy	A		R		P	C
2.7.	Religious Education policy	A		R		P	C
2.8.	Ensuring that British Values, SMCS and Prevent are taught			A		I	
<b>3.</b>	<b>Staff Policies and Pay</b>						
3.1.	Pay Policy	A	tbc		R	P	
3.2.	Changes to Employee Terms & Conditions or Collective Agreements	A			R	P	
3.3.	Adoption of Transferring Policies and Collective Agreements	A			R	P	
3.4.	Teachers Annual Pay Award	A	R		R	P	
3.5.	Support Staff Annual Pay Award	A	R		R	P	
3.6.	CEO Pay Award	Panel					
3.7.	Executive Team Pay Award		A			P	
3.8.	Individual Teacher Performance Pay Awards					A	P
3.9.	Performance Management & Appraisal Review Policy	A			R	P	
3.10.	HR Policy	A			R	P	
3.11.	Whistleblowing Policy	A			R	P	
3.12.	Re-structuring & Redundancy Policy	A			R	P	
<b>4.</b>	<b>Staff Management</b>						
4.1.	School Staff complement, structure and grades		A			R	P

#	Task Key: Approve (A), Recommend (R) Propose (P), Consulted (C), Implement (I)	Board of Trustees	Fin Cttee (FARCO)	ACC Cttee	HR Cttee	CEO / Ldr Grrp	School Head
4.2.	Executive Team appointments (including Headteachers)	A				R	
4.3.	Senior leadership appointments (i.e. SLT members in schools)					A	C
4.4.	Teaching and support staff appointments						A
4.5.	Suspension (and return) of Executive Team members	A (Panel)					
4.6.	Dismissal of Executive Team members	A (Panel)					
4.7.	Appeal of Executive Team members against dismissal	I Independent Panel of Trustees					
4.8.	Suspension (and return) of teaching and support staff					C	A
4.9.	Dismissal of teaching and support staff					A	P
4.10.	Appeal of staff against dismissal	As per relevant policy					
4.11.	Performance Man. of HT				A	I	
<b>5.</b>	<b>Financial Governance and Management</b>						
5.1.	Trust & Academy Financial Regulations (inc. key policies)	A	R			P	P
5.2.	Trust & Academy Financial Procedures	A	R			P	P
5.3.	Trust Procurement Policy	A	R			P	
5.4.	Appoint auditors	A	R				
5.5.	Trust 3 year Budget Plan	A	R			P	
5.6.	Trust 1 year Budget	A	R			P	
5.7.	Trust Consolidated Budget Updates	A	R				
5.8.	Trust Consolidated Financial Statements	A	R				
5.9.	Trustees Report	A					
5.10.	Trust Academies Accounts Return to ESFA		A				

#	Task Key: Approve (A), Recommend (R) Propose (P), Consulted (C), Implement (I)	Board of Trustees	Fin Cttee (FARCO)	ACC Cttee	HR Cttee	CEO / Ldr Grrp	School Head
5.11	Response to Auditor's Management Letter	A	R				
5.12	Individual School 3 year Budget Plan	C	C			P	C
5.13	Individual School 1 year Budget	A	R			P	C
5.14	Individual School Budget Updates and ongoing monitoring		C				
5.15	Academy Accounts Return to ESFA		A				
<b>6.</b>	<b>Policies and Procedures</b>						
6.1.	School times, terms and holidays					A	C
6.2.	Expansion of School (PAN)	A				P	C
6.3.	Extension of age range	A ESFA approval				P	C
6.4.	Child Protection & Safeguarding Policy	A		R		P	
6.5.	Attendance Policy	A		R		P	
6.6.	Pupil Behaviour & Exclusions Policy	A		R		P	
6.7.	Admissions Policy	A		R		P	
6.8.	Complaints Policy	A		R		P	
6.9.	Allocation of places against Admissions Policy						
6.10	School prospectus, website, logo, branding, uniform					A	C
6.11	Educational Visits Policy			A		P	C
6.12	Extended services on-site		A			R	C
6.13	Pupil Premium Plan					A	C
<b>7.</b>	<b>Premises and Assets</b>						
7.1.	Asset Management Policy & Plan		A			P	
7.2.	Health & Safety Policy	A				P	

## 12 Scheme of Financial Delegation for the Trust and constituent schools

### 12.1 Thresholds for Expenditure Authorisation and Quotations

Expenditure – excl VAT	Approval of expenditure (ie Requisition / Purchase Order) may be made by indicated person (or someone in subsequent rows)	Minimum Quotes
Up to £500	Head Teacher	-
Up to £1000	Executive Head Teacher (for curriculum expenditure) Chief Operations Officer (premises and digital related expenditure)	-
Up to £3000	Executive Head Teacher (for curriculum expenditure) Chief Operations Officer (premises and digital related expenditure)	2 written (email acceptable)
Up to £5000	Chief Executive Officer (CEO)	3 written (email acceptable)
Up to £20,000	Endorsed by CEO authorised by FARCO	3 written (company headed paper)
Over £20,001	Recommended by FARCO for authorisation by the Trust Board	3 written (company headed paper)

The Trust observes Official Journal of the European Union (OJEU) procurement thresholds. (AFH 2016 refers – para 3.1.3).

#### Notes

For unusual situations such as ex gratia payments and staff severance/compensation payments please also refer to the AFH. Compensation payments may not exceed £50,000 (AFH limit)

In addition to the table above, any request for spend below £5,000 against brought forward reserves requires a written spend request and FARCO approval.

#### 12.1.1 Subdivision of Projects

A contract/project for an amount above a threshold must not be artificially subdivided into smaller contracts/projects each for an amount below the threshold in order to avoid obtaining the appropriate authority. Where there are a number of contracts relating to a single unified project, the aggregate amount of the contracts should be considered when establishing the appropriate level of authority. In areas of doubt, please refer to the Chair of Trust FARCO or the Chair of Trustees.

#### 12.1.2 Authorisation of Payment

- For school expenditure, Delivery Notes/Invoices are authorised by the suitable member of staff on site.
- For Trust-wide expenditure, Authorisation of payment by two signatories in accordance with the bank mandate.

## 12.2 Payment Process

### 12.2.1 BACS

A supplier payment run report is processed for each school on PSF. The relevant invoices on the payment run report are selected from the invoices to be paid file. The Payment run report is uploaded to the online banking system generating a payment process report from Lloyds Corporate Online. Both reports should state the same payees/amounts and total amount. Both signatories will

peruse the invoices and sign both reports which will authorise the payment run. The FO will then complete the online process for payment to be made.

The Bank Reconciliation will be checked by the CFO who will initial the bank statement to certify that the payment and BACS reports correspond to the amounts deducted in the bank

### **12.2.2 Cheque**

As per the bank mandate; one from Group A and one from Group B

Group A – V Bolton / J Brinkley / J Cliff

Group B – C Sheehan / A Bury / S Cook

### **12.3 Recognised Supplier list**

On an annual basis, FARCO will approve a list of recognised suppliers, contractors and service providers who are authorised to be engaged by the school/Trust subject to the inclusion of the appropriate budget allocation. FARCO will be notified if spend levels on any preapproved supplier go over the budget allocation. Suppliers on this recognised list will not be subject to the approval limits described above, unless there is an occasion where an existing supplier is providing an additional service not covered by the existing scope. In this case the standard spend request process should be followed.

### **12.4 CIF contractor approval**

The Chair of Trustees and Chair of FARCO will, by email, approve a paper recommending the appointment of a CIF contractor for all prospective projects should any one CIF application be successful when the outcomes are publicised the following term. The paper will then be taken for ratification at the following Trust Board meeting.

### **12.5 Training**

All training courses must be approved by the relevant line manager.

### **12.6 Limits of Virement**

The definition of a virement is a variation of a budget or part of a budget which departs from the original budget approved by Trust Board and submitted to the ESFA to address an overspend /underspend which was not anticipated.

#### **12.6.1 Virement between departments within the same funds**

The forecast will be reviewed half termly.

CEO is permitted to vire a sum of up to £50,000 per department within each half term without the previous consent of the Finance and Resources Committee.

Anything above £50,000 will need Director approval.

Where these virement powers are exercised, the details of the budgets affected will be recorded in writing and authorised by the CEO. This will be in the form of the budget monitoring report signed by the CEO.

#### **12.6.2 Virement between funds (GAG/Pupil Premium/Other Grants/ESFA grants/Unrestricted)**

Virement between restricted funds or between restricted and unrestricted funds will require Director approval at the following Finance and Resources Committee.

This will be in the form of a report explaining the reason, amount of the transfer.

#### **12.6.3 Virement between Trust schools:**

Virement between Trust schools will require Director approval at Trust Board level and signed off by the chair of Directors.

FARCO is to be kept informed of all virements.

**12.7 Disposals or Write-offs of Debts or Stock or other Assets**

Up to £50 (for stock or other assets only, not debt)	Headteacher or member of executive team
Up to £100	Finance Team (post hoc advice to FARCO)
Over £100 to £2000	FARCO
Up to 1% of total annual grant income (shown in last audited accounts) or over £2,000 to £45,000 (whichever is smaller)	Trust Board
Above 1% of total annual grant income (shown in last audited accounts) or over £45,000 (whichever is smaller)	ESFA Approval required

Disposals must not be artificially subdivided into amounts below the threshold in order to avoid obtaining the appropriate authority.

## **13 Trustee/Local Advisory Council member Visiting Policy**

### **Principles & Objectives**

The prime objective of Trustee/ Local Advisory Council member visits is to improve understanding and awareness of the organisation and operation of the schools in the Trust and the achievement of its pupils, to challenge and support the schools.

The focus of visits will be to evaluate effectiveness of progress towards achievement of objectives in the School Development Plans and School Strategy. Depending on the purpose of the visit, it is appropriate to ensure that the school is following both its own policies and Statutory Guidance. Trustees/ Local Advisory Council members are advised to read both before a visit. In addition, visits should aim to enhance individual Trustees or Local Advisory Council member knowledge and ability to carry out their responsibilities as a member of the Trust Board, committee or Local Advisory Council.

It is recognised that visits to the schools are a key means of increasing the rapport between Trustees/ Local Advisory Council member and staff at the schools; they also represent an opportunity to demonstrate their support for, and partnership with, the schools.

### **Recording Visits & Reporting to the Trustees or Local Advisory Council**

Together, the Trustee or Local Advisory Council member and staff concerned should complete a form to record the visit. A copy should be kept by the Clerk to the Local Advisory Council and a copy circulated to members of the relevant committee or Local Advisory Council prior to the next full appropriate meeting.

All feedback that is given must relate to the agreed purpose of the visit that was set by the Trustee or Local Advisory Council member and staff if on a subject link related visit. If Trustees or Local Advisory Council members see anything which they believe to be contentious, they must talk to the relevant Headteacher, who may be able to resolve the issue concerned.

When the visit is of a general nature and not subject linked the form should still be completed to record the visit and feedback given but a staff signature will not be necessary.

### **Process for Local Advisory Council member Visits**

Visits should form a running dialogue between the school and the Local Advisory Council members /Trustees and should help to evidence the impact, support and rigour of governance. They would rarely be a one off visit; therefore it is important we ensure they are recorded as a running dialogue.

#### **Prior to all visits**

- The visit must be agreed by the relevant Headteacher
- The focus of the visit must be agreed and Trustees/ Local Advisory Council members should agree a rough agenda for the visit; who they would like to meet with, what they would like to do etc. The Headteacher may also have things they would like to talk through or to look at.
- The Trustee/ Local Advisory Council member should be clear on any policies for the area they are visiting.

#### **Initial visit**

- If this is a new area for visiting, notes will be started off as new.

- If this is not a new area for visit, the notes from previous visit on this area should be used as a starting point if relevant.
- The policy should be used as a reference point for all visits if there is a policy in place for this area. If the policy does not seem to be being followed, a discussion needs to take place as to whether this needs addressing by the school or if the policy needs revision.
- It should be clear on the notes that a further visit has been or will be arranged.
- Another visit may be arranged to look at one aspect of the areas for development sooner than the usual once termly visit if required.

### **Following the visit**

- Notes should be typed by the Trustee or Local Advisory Council member and sent to the Headteacher for their comment/agreement.
- If two Local Advisory Council members /Trustees visit together, they should agree the notes between them prior to sending them to the school.
- Once the notes have been agreed they should be forwarded to the Clerk for the Local Advisory Council or the relevant committee and copied to the Chair of the relevant committee, CEO, EHT and Chair of Trustees.

### **Further Visits**

- The next visit should begin with a discussion/observation of any 'areas for development' that were agreed at the previous visit and these should be recorded at the top of the visit notes and then continue on as a normal visit. Trustees/ Local Advisory Council members should bear in mind that as academies and situations continually change, areas of development may also change between visits. It is still necessary to talk through these even if the school have taken another course of action and to record what has happened instead.
- Any points/areas for development following this visit would then be the starting point of the next visit and so on.

## 13.1 Visit form

### The Spring Partnership Trust

#### Record of Local Advisory Council member / Trustee's Visit

Name of Local Advisory Council member / Trustee:
Name of School visited:
Name of Staff Member (Subject Link Contact):
Relevant school policy/Statutory Guidance
Date of Visit:
Purpose of Visit:
Focus of Visit:
<i>Ideas discussed at previous visit (date)</i>
<i>Update from previous visit</i>
Reflections of Visit:
Signed _____ Date _____ (Trustee / Local Advisory Council member)
Signed _____ Date _____ (Staff Member)

## 14 Local Advisory Council member/Trustee Expenses Policy – non-statutory

### Policy Statement

**1.1 Purpose:** to ensure Trustees/LAC Members are able to claim justifiable out of pocket expenses for costs incurred in undertaking Trust business.

Our policy applies to all LAC members/Trustees. The main elements to our policy are:

- To define what types of personal cost can be reimbursed as expenses.
- To define what process should be used by Local Advisory Council member /Trustees in making a claim, and what supporting information is required.
- To define how claims are approved and reimbursement made.

This policy has been prepared in accordance with the Education (Governors' Allowances) Regulations 2003.

**1.2 Aims and objectives:** to ensure that the role of Local Advisory Council member /Trustee within TSPT does not require that individuals are financially impacted. Potential Local Advisory Council member /Trustees should not be put off by concerns over the cost of undertaking the role.

**1.3 Types of Allowable Expense:** The Trust will, where requested, reimburse all reasonable, legitimate costs incurred by Local Advisory Council members /Trustees in the course of undertaking their role as a Local Advisory Council member/Trustee.

The following are examples of reasonable costs that may be incurred and will be reimbursed if claimed:

- Costs associated with printing paperwork associated with meetings of the Trust Board, Local Advisory Council, its committees or other Trust/School meetings;
- Childcare costs and costs for care of elderly or dependent relatives incurred to allow attendance at Trust meetings in the role of Local Advisory Council member /Trustee (excluding payments to a current or former spouse/partner and payments to the Local Advisory Council member's/Trustee's own children);
- Telephone and postage costs;
- Travel costs associated with attendance on behalf of the MAT at remote meetings or conferences
- Reasonable, local travel costs associated with attendance at MAT or LAC business at a school within the Trust.
- Exceptionally, and subject to prior approval by the Chair of Trustees, accommodation costs associated with attendance on behalf of the MAT at meetings or conferences remote from the academy.

The following are examples of costs that would not be reimbursed:

- Childcare costs incurred in attending the school other than on the business of the Trust Board, committees or Local Advisory Councils, for example, in the role of a parent or teacher.

In addition, the Trust will not reimburse Trustees/ Local Advisory Council members for any loss of earnings resulting from undertaking the business of governance of the MAT. Neither will the Trust pay any form of "attendance allowance", i.e. a payment for attending meetings. These are not allowed under current regulations.

In case of any uncertainty, a final decision on the reasonableness of any claim will be made by the Chair of Trustees. If the Trustee/ Local Advisory Council member has any doubt about whether a potential expense will be reimbursed they should check with the Chair of Trustees prior to incurring it.

### 1.4 Claims for Expenses

Claims for expenses should be made as follows:

- Claim should be made in writing to the CFO, copied to the Chair of Trustees.
- Claims should be made as soon as practicable following the expense being incurred in order to assist in monitoring budgets and in any case within 30 days.
- The claim letter should explain the amount and reason for each expense occurred.
- The letter should be accompanied, wherever possible, by an original VAT receipt for each expense item. If the expense is for an item that cannot be receipted or if there are other circumstances where a receipt is not available this should be explained in the letter.

The incidence of un-receipted expenses will be monitored by the Trust's finance department and any concerns over these will be raised with the Chair of Trustees to determine what action, if any, should be taken.

Claims will be subject to independent audit.

### **1.5 Reimbursement of Expenses**

On receipt of a claim for expenses, the CFO will review the items to ensure they comply with this policy and to approve reimbursement. Any queries may be raised with the Local Advisory Council member /Trustee making the claim, or with the Chair of Trustees.

Once approved, the Local Advisory Council member /Trustee will be reimbursed for the amount claimed. Reimbursement will be in the form of a BACS payment. Approved expenses will be reimbursed within 30 days of receipt of the claim from the Local Advisory Council member /Trustee.

### **1.6 Other Matters**

- It is not mandatory for Local Advisory Council members/Trustees to claim expenses for costs incurred in undertaking their role, but a matter for personal choice.
- Misrepresenting the amounts of expense, or the reasons for expenses being incurred is a fraudulent act and may result in further action being taken by the Trust.
- This policy is designed so that Local Advisory Council members/Trustees should not be liable for tax on reimbursed expenses. Provided only actual costs of expenses are claimed, the current regulations do not require them to be reported to HMRC.