



Cromwell Learning Community Trust Academy Trust Membership and Terms of Reference

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Academy Trust Membership

2022/2023 Academic Year

Members			
Yva Alexandrova			
Annette O'Neill			
Natasha Williams			
Trustees			
Name	Category	Appointing body	End of office
Rubina Darr	CEO	Trust (by members)	
John Orchard	Co-Opted	Trust (by members)	31/12/2023
Carol Parkinson	Co-Opted	Trust (by members)	31/12/2023
Barbara Jacques	Staff	Trust (by members)	31/12/2023
Ellen Osborne	Co-Opted	Trust (by members)	17/06/2023
Julie Fisher	Co-opted Governor (LGG)	Trust (by members)	
Aquila Samimy	Co-opted Governor (LGG)	Trust (by members)	
Mana Noor	Co-opted Governor (LGG)		
Nasir Uddin	Parent Governor (LGG)		
3 x Trustee Vacancies			
Accounting Officer:	Rubina Darr		
Chief Financial Officer:	Sophie Harris		
Clerk to the board:	Vicky Saundry		
Auditors:	DRB		

Chair of trustees: John Orchard

Vice Chair of trustees: Carol Parkinson

Meeting Dates 2022-2023



Trust Board Meeting Schedule 2022 to 2023

Term	Date	Time	Meeting	Venue
Autumn	28 th September 2022	4:00pm	Trust Board – Set Up Meeting, documents to be completed and returned	Cromwell
	13 th October 2022	10:00am	LGG	Cromwell
	12 th December 2022	3:30pm	Finance & Audit	Face to Face
	12 th December 2022	4:00pm	Trust Board – Auditors to attend	Face to Face
Spring	1 st February 2023	4:00pm	Finance & Audit	Virtual
	9 th February 2023	10:00am	LGG	Face to Face
	1 st March 2023	4:00pm	Finance & Audit	Virtual
	28 th April 2023	10:30am	AGM	Face to Face
	29 th March 2023	4:00pm	Trust Board	Virtual
Summer	19 th April 2023	4:00pm	Finance & Audit	Virtual
	4 th May 2023	10:00am	LGG	Face to Face
	14 th June 2023	4:00pm	Finance & Audit	Virtual
	12 th July 2023	4:00pm	Finance & Audit	Face to Face
	12 th July 2023	5:00pm	Trust Board	Face to Face

Roles and Responsibilities

Trustees must have the skills, knowledge and experience to run the academy trust. Understanding the difference roles will help ensure the trust complies with legal and contractual duties.

Members have a similar role to shareholders of a company limited by shares. They:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up

Trustees* should focus on three core functions:

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

The Academies Trust Handbook 2021 stresses the importance of Trustees taking ownership with regards to assessing the academy trust's ability to continue as a going concern.

Academy trusts must not have de facto trustees (defined in appendix 1 of the Charities SORP) or shadow directors (defined in section 251(1) of the Companies Act 2006).

**Trustees of the academy trust are both charity trustees and company directors. These terms of reference refers to them as trustees. However, in some academy trusts, such as church academies, those on the board are known instead as 'directors'. In church academies, the term 'trustees' is reserved for those on the board of the separate trust owning the land.*

Academy Trust Handbook

The Academies Trust Handbook sets out governance and compliance requirements placed on trusts. Academy trusts must comply with the handbook as a condition of their funding agreement. It provides an overarching framework for implementation of effective financial management and control.

[ATH 2022 \(publishing.service.gov.uk\)](https://publishing.service.gov.uk)

Governance Handbook/Competency Framework for Governance

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook, which describes the following features of effective governance and will aid compliance with the Academies Financial Handbook:

Governance Handbook October 2020

Competency Framework for Governance January 2017

Terms of Reference

The board of trustees and its committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management. Board meetings must take place at least three times a year (and business conducted only when quorate). **If the board meets less than six times a year it must describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings.**

The board has delegated functions to the committees as detailed. Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The quorum for meetings is specified in the trusts articles of association.

Committees

Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The clerk to the board will undertake the clerking of the committees.

The committee minutes shall be included as an agenda item for consideration/information at the next meeting of the board of trustees appropriate.

All decisions made by committees with delegated powers should be reported to the next meeting of the board of trustees. If the minutes are not finalised a brief statement of the conclusions reached should be given.

The chair of the committee will be appointed at the first board of trustees/committee meeting of the academic year.

Committees will have delegated powers to approve policies as relevant to that committee.

The board cannot delegate overall responsibility for the academy trust's funds. However, it must approve a written scheme of delegation of financial powers that maintains robust internal controls.

Review of committees and delegation

The board of trustees must review the committee structure, terms of reference for each committee and the membership of each committee on an annual basis.

Virtual meeting arrangements

The board of trustees has approved the use of "virtual attendance" at meetings where necessary (approved at trust board meeting on 20th September 2022).

For full details, please refer to the Virtual Governance Policy.

Top 10 'musts' for chairs and other trustees

Personal responsibilities

- Apply highest standards of conduct and ensure robust governance, comply with charitable objects, with duties as company directors, with charity law and the funding agreement

Structures

- Ensure the board of trustees meets at least three times a year, and conducts business only when quorate
- Approve a written scheme of delegation of financial powers

Relationships

- Manage conflicts of interest, be even-handed with related parties, and ensure goods or services provided by them are at no more than cost, beyond the limits as specified in the Academies Trust Handbook

Money and oversight

- Ensure the board approves a balanced budget for the financial year and minutes their approval
- Share management accounts with the chair of trustees monthly, with the other trustees six times a year, and consider when the board meets, taking action to maintain financial viability

- Ensure decisions about executive pay follow a robust evidence-based process reflecting the individual's role and responsibilities, and that the approach to pay is transparent, proportionate and justifiable
- Appoint an audit and risk committee (either dedicated or combined with another committee) to advise on the adequacy of the trust's controls and risks

Accountability and audit

- Submit audited accounts to ESFA by 31 December
- Ensure an appropriate, reasonable and timely response to findings by auditors, taking opportunities to strengthen financial management and control

Annual General Meeting

The AGM must be held annually to:	
<ul style="list-style-type: none"> ➤ Approve annual report and financial statement for submission to ESFA. ➤ Appoint auditors for next financial year. ➤ Propose amendments to articles of association (if applicable). ➤ Appointment/retirement of members (if applicable). ➤ Consider the appointment of trustees (if applicable). 	
Membership	
As per articles of association	
Chair	John Orchard
Clerk	Vicky Saundry

Resources & Audit Committee

The academy trust must establish an audit committee, appointed by the board. Trusts with an annual income over £50 million must have a dedicated audit & risk committee. Other trusts must either have a dedicated audit committee or can combine it with another committee. The audit committee should meet at least three times a year.

The committee has responsibility delegated by the board of trustees to:

- Agree and direct a programme of work annually to deliver internal scrutiny that provides coverage across the year.
- Internal scrutiny must be independent and objective and must not be performed by the trust's own accounting officer, chief financial officer or other members of the senior leadership or finance team
- Agree who will perform the work.
- Consider reports at each meeting from those carrying out the programme of work
- Consider progress in addressing recommendations.
- Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations.
- Have access to the external auditor as well as those carrying out internal scrutiny, and consider their quality.
- Review the risk register to inform the programme of work, ensuring checks are modified as appropriate each year, inc. business continuity plans and cyber-security (*furthermore, the risk register must be reviewed by the full board at least once per year*).
- Review the fixed asset register.
- Assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor's reappointment or dismissal or retendering. Trusts should retender their external audit contract at least every **five** years.
- Report to the board on the adequacy of the trust's financial and other controls and management of risk (*This must include controls around non-financial risks as well financial ones*).

Any item referred by the board of trustees

Membership

1. Carole Parkinson
2. Rubina Darr
3. John Orchard
4. Barbara Jacques
5. Accounting Officer IN ATTENDANCE
6. Chief Finance Officer IN ATTENDANCE

(Employees of the trust should not be audit committee members. Where the audit committee is combined with another committee, employees should not participate as members when audit matters are discussed)

Quorum as per articles of association - minimum 3

Chair of Committee (NB The chair of trustees should not be chair of the audit and risk committee, nor the chair of the Finance Committee. Where the finance committee and audit and risk committee are separate, the chair should not be the same.)	Carol Parkinson
Clerk	Vicky Saundry

Local Governing Board

The remit of LGB'S (and their name) will vary. The delegations below are suggestions and would need to be amended to reflect individual settings. Please see the trusts Scheme of Delegation. Generally, LGB's DO NOT approve budget or oversee H&S. In National MATS, local governors may be involved in redundancy processes, staff disciplinaries but in the local MATS this is ordinarily done at Board level.

The committee has responsibility delegated by the board of trustees to:

- Championing the MAT vision and values
- Monitoring the use of school budget against outcomes / school improvement plan / national benchmarks (termly)
- Conducting school visits (termly)
- Reviewing SCR (termly)
- Receive termly HT report and challenge school leaders on progress towards Trust set targets for outcomes
- Oversee the quality of education / experience of pupils at the school (termly)
- Pupil Exclusions (as and when)
- Oversee website compliance (annually)
- Hold school leaders to account (termly)
- Ensuring MAT policies are used and applied, particularly for SEND, Safeguarding, pupil premium, sports premium (through the link governors - termly report to LGB)
- Support in performance management of the Head Teacher / Principal (annually)
- Review the individual academy risk register (at least annually - termly better)
- Consider parental complaints in line with policy (as and when)
- Support in the appointment of new head teacher (usually just the chair)

Any item referred by the board of trustees

Membership

1. Mana Noor
2. Aquila Samimy
3. Nasir Uddin

4. Rubina Darr
5. <name>
6. <name>
7. <name>
8. <name>

Quorum as per articles of association - 3

Chair of Committee	Mana Noor
Clerk	Vicky Saundry

Personnel Committee

The committee has responsibility delegated by the board of trustees for hearing:	
<ul style="list-style-type: none"> ➤ Staff grievance and discipline (in line with school policies) ➤ Staff dismissal, redundancy and redeployment ➤ Staff capability/management of absence 	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the member of staff 	
<i>Minimum of three members required</i>	
Chair of Committee	To be elected at each meeting
Clerk	

Pupil Discipline Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ Review the use of suspensions and exclusions within school, including suspensions of more than 15 school days in the term, exclusions which would result in a pupil missing the opportunity to take a public exam or national curriculum test and permanent exclusions. ➤ Receive and consider any representations lodged by parents of pupils who have been suspended or permanently excluded. ➤ Comply with exclusion procedures in accordance with DfE and ESFA guidance 	
<i>Any item referred by the board of trustees</i>	

Membership	
<ul style="list-style-type: none"> To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents or pupils <p><i>Minimum of three members required</i></p>	
Chair of Committee	To be elected at each meeting
Clerk	

Complaints Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ At the relevant stage hear any complaint made under the school complaints procedures <p><i>Any item referred by the board of trustees</i></p>	
Membership	
<ul style="list-style-type: none"> To be made up of members who have no awareness of the original incident and are not known personally to the complainant <p><i>Minimum of three members required</i></p>	
Chair of Committee	To be elected at each meeting
Clerk	

Appeals Committee

The committee has responsibility delegated by the board of trustees for hearing appeals with regard to:	
<ul style="list-style-type: none"> ➤ Pay ➤ Redundancy ➤ Staff grievance ➤ Leave of absence - if appropriate ➤ Staff dismissal ➤ Any Item referred by the full governing board <p><i>When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision</i></p>	
Membership	
<ul style="list-style-type: none"> To be made up of members who have no awareness of the original incident and are not known personally to the appellant <p><i>Minimum of three members required</i></p>	
Chair of Committee	To be elected at each meeting
Clerk	

Pay Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ Undertake functions in relation to appraisal and pay progression as determined in the pay policy ➤ ensure that decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. The board must discharge its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable. 	
<i>Committee to meet once per year in the autumn term</i>	
Membership	
<ol style="list-style-type: none"> 1. John Orchard 2. Carol Parkinson <p><i>Minimum of three members required.</i></p>	
Chair of Committee	Carol Parkinson
Clerk	Vicky Saundry

Head Teacher/Principal Appraisal

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ Meet the external advisor to discuss the Head Teacher's performance targets ➤ Decide whether targets have been met and set new targets annually ➤ Recommend pay progression to the relevant committee and in accordance with the pay policy ➤ Undertake mid-year monitoring of the Head Teacher's performance against targets 	
Membership	
<ol style="list-style-type: none"> 1. John Orchard 2. Carol Parkinson <p><i>Minimum of two members required</i></p>	
Chair of Committee	John Orchard
Clerk	N/A

Selection Panel

The panel has responsibility delegated by the board of trustees for the:	
➤ Selection of the head teacher/principal and deputy head teacher/vice principal (Guidance on this process will be provided by your school improvement partner)	
<i>The appointment must always be ratified by the board of trustees</i>	
Membership	
1. 2. 3.	
<i>Minimum number of members as per appointment of staff delegations. All members must be available at all stages of the process</i>	
Chair of Committee	To be elected at each meeting
Clerk	

Special Responsibility Governors

Safeguarding/Child Protection trustee *	Aquila Samimy
SEND trustee	Mana Noor
Health and Safety trustee	Barbara Jacques
Safer Recruitment trustee	Ellen Osbourne
Website Governor:	Rubina Darr (staff governor once appointed)
Standards & Pupil Progress:	Aquila Samimy/ Julie Fisher
Staffing/Performance	Nasir Uddin

**In accordance with Keeping Children Safe in Education 2022 'Governing bodies and proprietors should have a senior board level (or equivalent) lead to take leadership responsibility for their schools or college's safeguarding arrangements.' The DfE have confirmed that this can be a member of staff, but that person must be a member of the board as well (for example, the headteacher or a staff governor) and that this must be a separate person from the DSL, in order to ensure there is sufficient challenge to the organisation's safeguarding arrangements and performance.*

*** In accordance with the Academies Trust Handbook 2022 'The trust should appoint at least one trustee and one member of staff who other staff can contact to report concerns.'*

Items Delegated to an Individual(s)

Delegation of expenditure and virements

That sums below £10,000 for virements and £15000 for expenditure be delegated to the head teacher/principal.

Disposal of surplus stock

Delegated to Head Teacher/Principal with the approval of the chair of the board of trustees.

Delegation of Suspension

That suspension be delegated to the chair of the board of trustees in instances where the head teacher/principal is the person in question or involved in the case. That the chair of the board of trustees be given delegated powers to lift the suspension after taking advice from Human Resources or any other organisation providing the service to the school.

Approval for Expenditure

The chair of the board of trustees or chair of Resources committee be given approval for expenditure above the set limit prior to the next committee meeting - **only in cases of emergency**

Appointment of Staff (ensure no appointment is carried out by one person alone)

Appointing headteachers and deputy headteachers

The board of trustees has legal responsibility for selecting a headteacher, according to article 107 of the Department for Education's [model articles of association](#). In multi-academy trusts (MATs), some responsibility may be delegated to local governing bodies (LGBs) in individual schools. Check the trusts articles of association and scheme of delegation.

Appointing other members of staff

Academy trusts are free to decide which staffing functions they want to delegate. They **must** record this in their scheme of delegation (see page 90 of the [Governance Handbook](#)).

Single Academy Trusts

Trustees can be involved in the recruitment process for staff under the headteacher or deputy headteacher, such as sitting on an interview panel. For example, if:

- It is small academy that doesn't have enough senior staff members available to make up the panel
- The post being interviewed for is within the school's senior leadership team (SLT)
- Other members of the panel feel they could use the skills and experience of the governor, such as HR experience

Outline below the agreed delegations in line with the scheme of delegation.

Lunchtime/Cleaning/Administration Support Staff	SLT members with School Office Manager
Educational Support Staff	AHT
Business Manager	SEL & Board Members
Teaching Staff	SEL & AHL
Senior Management Team* <i>* Head Teacher and Deputy Head Teacher appointments must be ratified by the relevant body.</i>	Trust Board Members