



STEP Academy Trust Scheme of Delegation

Key points and Summary

This document outlines:

- The requirements of the Articles of Association regarding delegation
- The principles of decision making within STEP Academy Trust
- The scheme of delegation within STEP Academy Trust
- The respective roles of the Trustees, Strategic Governing Body, and the Headteachers
- The meetings of the Strategic Governing Body

Approved by: Board of Trustees

Approved on:

Review date: October 2016

Responsibility for review: Board of Trustees

Introduction and Statement of Intent

As a charity and company limited by guarantee, STEP Academy Trust (“the Trust”) is governed by a Board of Trustees (the “Trustee” or “Trustees”) who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust. This Scheme of Delegation will apply to all academies for which the Trust is responsible (the “Academies”). Any reference to “the Academies” in this Scheme of Delegation refers to all Academies within the Trust.

The Trustees are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.

In order to discharge these responsibilities, the Trustees appoint people who are more strategically based to serve on a board (the “Strategic Governing Body” or “SGB”) which has been established to ensure the good governance of the Academies.

This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Academies, the respective roles and responsibilities of the Trustees and the members of the Strategic Governing Body and the commitments to each other to ensure the success of STEP Academy Trust.

This Scheme of Delegation has been put in place by the Trustees from the Effective Date in accordance with the provisions of the Trust’s Articles of Association (“the Articles”)

Ethos and Mission Statement

STEP Academy Trust’s mission is as follows:

At STEP Academy Trust we are committed to improving the life chances of all children. Where we have the capacity to make a difference, we are morally bound to do so. Members of the Trust strive together for excellence in partnership, so that our children, staff and Academy communities benefit from excellent teaching, learning and leadership.

The Trustees and Strategic Governing Bodies recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible, but of all of the families and communities in the areas served by the Academies.

STEP Academy Trust believes that:

- a. The Board of Trustees should focus upon Trust strategy to enhance outcomes for pupils, operational efficiency, development of all human resources and community engagement.
- b. The Board of Trustees is responsible for developing policies that facilitate the delivery of the mission of the Trust.

- c. Strategic Governing Bodies are responsible for making strategic / policy decisions in accordance with the overall strategy and policies identified by the Trust and overseeing the implementation of the Trust’s strategy and policies by the Headteacher of the Academy.
- d. Operational and managerial decisions must be delegated to the Headteacher.
- e. The Headteacher should delegate operational decisions with a view to keeping decision making as close to the operational impacts as possible, to ensure staff feel empowered to lead their areas of responsibility.

Scope and Applicability

This policy outlines the framework for decision making within STEP Academy Trust. It applies to all Members, Trustees, Governors serving on the SGBs, and staff.

To aid decision making, a “Decision Matrix” is attached at Appendix 1.

The Articles of Association

The following are the relevant clauses from the Articles of Association that outline what can, and cannot, be delegated.

- Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Trustees, who may exercise all the powers of the Trust.
- Subject to the Articles, the Trustees:
 - will appoint separate committees to be known as Strategic Governing Bodies to govern one or more Academies; and
 - will establish other committees to ensure quality assurance and to enable the Trust to focus on strategic development.
- Subject to the Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months.
- The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Strategic Governing Bodies) a majority of members of any such committee shall be Trustees. Except in the case of a Strategic Governing Body, (SGB), no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.
- The Trustees may delegate to any Trustee, committee (including any SGB), the CEO or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered.

- The implementation and impact of functions delegated to the SGBs will be quality assured by the STEP Standards Committee and the STEP Operations Committee.
- The Trustees shall appoint the Headteachers of the Academies. The Trustees may delegate such powers and functions as they consider are required by the Headteachers for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academies).
- The Board of Trustees cannot delegate any functions relating to:
 - the constitution of the Trust;
 - the appointment or removal of the Chair and Vice-Chair of the Trustees;
 - the suspension or removal of Trustees;
 - the delegation of functions ie the adoption or revision of this Scheme of Delegation;
 - the establishment of committees;
 - the dissolution of committees.

Members

The Trust will have:

- 3 external Members (ie not Trustees)
- 2 internal Members (ie Trustees, in most cases the Chair and Vice Chair of the Trustees)

The Members are the guardians of the Trust's constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled.

The Members may agree to appoint/remove additional Members. The CEO is not required to be a Member as employees of the Trust cannot be Members. Members can appoint Trustees and remove any Trustee subject to the provisions outlined below. Members will be able to sign off the Annual Report and Accounts, however this will be delegated to the Chair of the Board of Trustees.

Notwithstanding any provision of the Articles, the Members hereby delegate to the Board of Trustees a power and responsibility to appoint and remove Trustees. Any removal by the Board of a Trustee appointed by the Members shall only be undertaken with the consent of the Members.

Board of Trustees

The Board of Trustees (or Trust Board) is able to exercise all of the powers of STEP Academy Trust. It is responsible for the performance of the Trust.

The Board will offer support, constructive advice, a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information, improve proposals and so seek to arrive at the best outcome for the Trust.

As trustees of a charity (the Trust), the Trustees have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:

- ensure compliance with any legal obligations;
- report on the Trust’s activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called “Charity SORP” and any reporting requirements of the Education Funding Agency);
- fulfil the charitable object of the Trust as set out in its constitution (i.e. the Articles of Association) and to act in a way which is compliant with the rules of the Trust contained in the Articles;
- act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk;
- exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient; and
- act responsibly, getting advice from others, including professional advisors, where appropriate.

Subject to any change in policy from time to time or where circumstances merit a different approach, the Trust Board will be constituted as follows:

- 8 Non Executive Trustees;
- 3 Executive Trustees (including the CEO, Deputy CEO plus one Headteacher).

The Job Description and Person Specification incorporating a Code of Conduct and Role Responsibilities for Trustees is set out in Appendix 2. Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Trust. A regular skills audit will be undertaken and Trustees should expect to be able to articulate their contribution to the success of the Trust and the Academies.

Detailed terms of reference for the Trust Board are attached as Appendix 3.

Committees

The Trust Board will establish a structure of committees as appropriate. These committees will act in an advisory capacity to the Board of Trustees except where powers have been specifically delegated to them by the Trust Board.

The Trust Board will establish the following committees:

- Audit Committee;
- Standards Committee.

- Strategic Governing Body for each academy or pair of academies as follows:
 - Applegarth Academy and Wolsey Junior Academy;
 - David Livingstone Academy and Gonville Academy;
 - La Fontaine Academy and Heathfield Academy;
 - Angel Oak Academy;
 - Breakwater Academy and Newhaven Academy;
 - Hailsham Academy and Hawkes Farm Academy;
 - Marshlands Academy and White House Academy.

When the Trust Board deems that there are sufficient Governors in place to ensure the committees are effective, the following sub-committees will be established:

- Operations & Resources;
- Standards;
- Children, Families and Communities.

The terms of reference for each committee are outlined in Appendix 4.

Once established, committees are expected to meet at least three times a year, with additional meetings if required. The functions and proceedings of the committees are subject to regulations made by the Trustees from time to time pursuant to the powers contained in the Articles of Association.

Each committee will elect a Chair from amongst its number. In the first year the Board will appoint the Chair of each SGB. The Chairs of the STEP Audit and Standards Committees must be Trustees; the Chair of the SGB and committees that report to an SGB must be a voting member of that SGB. Clerks for all SGBs and SGB Committees will be appointed by the Trustees.

In order to be functional, the composition of any SGB responsible for two academies within STEP Academy Trust must meet the following minimum criteria:

- 2 Headteacher Governors, ex-officio (one from each Academy);
- 2 Staff Governors (1 from each Academy, elected by members of staff);
- 2 Parent Governors (1 from each Academy, elected by parents/carers or appointed by the SGB where no-one has stood for election);
- 3 Co-opted Governors (ie appointed by the SGB).

The maximum membership of the SGB will be:

- 2 Headteacher Governors, ex-officio (one from each Academy);
- 2 Staff Governors (1 from each Academy);
- 2 Parent Governors (1 from each Academy, elected by parents/carers or appointed by the SGB where no-one has stood for election);
- 6 Co-opted Governors.

Where an Academy has a leadership model in excess of one Headteacher, for example two part-time Headteachers or an Executive Head and Head of School, both members of staff will be members of the SGB. However, they will only have a single vote.

Where an SGB covers just one academy, the minimum membership will be:

- 1 Headteacher Governor;
- 1 Staff Governor;
- 1 Parent Governor;
- 3 Co-opted Governors (i.e. appointed by the SGB).

Any SGB may appoint Associate Governors, subject to the approval of the Trustees. Associate Governors may be appointed to committees; however, Associate Governors must constitute the minority of each SGB committee. Associate Governors will have no voting rights and their term of office will be limited to one year. The purpose of the role will be to provide short-term support in areas where the SGB identifies a need for development.

It would be usual for the SGB to invite members of the Executive Management Team to meetings. This will ensure that there continues to be open and transparent communication throughout the Trust.

The Job Description and Person Specification incorporating a Code of Conduct and Role Responsibilities for Governors is set out in Appendix 5. Specific skills may be needed if an individual is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Strategic Governing Body (additional role responsibilities are set out in the appended Job Description). A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Trust and the Academies for which they are responsible.

Detailed terms of reference for the Strategic Governing Body are attached as Appendix 6.

Headteacher and Staff

The Headteacher is responsible for the internal organisation, management and control of their Academy, for advising on and implementing the Trust's strategic framework, for the implementation of all policies approved by the Trustees for the direction of the teaching and the curriculum at the Academy.

In line with models provided, the Headteacher will contextualise aims, objectives and policies for the SGB and Board to consider, and will report to the SGB on progress at each meeting in accordance with a schedule drawn up annually with the Chair of the SGB. The Headteacher will work closely with the senior management team to this end.

The Headteacher and staff are accountable to the STEP Trust Board and to the SGB for the Academy's performance. The SGB and the Trustees will be prepared to explain its decisions and actions to anyone who has a legitimate interest. This may include staff, pupils and parents as well as the Secretary of State and Local Authority.

The Headteacher will comply with any reasonable direction by the Trust Board or SGB when acting on the Trust's behalf.

The Headteacher will agree and monitor appropriate delegations of authority with other staff.

Term of Office

The term of office for any person serving on the Strategic Governing Body shall be 4 years, save that this time limit shall not apply to the CEO, Executive Headteacher (or any Headteacher serving in an ex officio capacity), who will serve for as long as he or she remains in office and persons who are Associate Governors who shall serve for 1 year - Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed to re-elected (including being "Co-opted" again) to the Strategic Governing Body.

Resignation and Removal

A person serving on the Strategic Governing Body shall cease to hold office if he or she resigns his or her office by notice to the Strategic Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).

A person serving on the Strategic Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Strategic Governing Body by a person or persons who appointed him, any failure to uphold the values of the Trust and/or the Academies or to act in a way which is appropriate in light of this Scheme of Delegation or to comply with the role responsibilities set out in the "Job Description and Person Specification" will be taken into account. A person may also be removed by the Trustees but only after the Trustees have given due regard to any representations by the Strategic Governing Body. The removal of a Parent Governor will be undertaken only in exceptional circumstances.

If any person who serves on the Strategic Governing Body in his or her capacity as an employee at any of the Academies ceases to work at the Academy then he or she shall be deemed to have resigned and shall cease to serve on the Strategic Governing Body automatically on termination of his or her work at the Academy.

Where a person who serves on the Strategic Governing Body resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Clerk to the Strategic Governing Body who shall inform both the Chair of the Strategic Governing Body and the Chair of the Trustees.

Disqualification of members of the Strategic Governing Body

No person shall be qualified to serve on the Strategic Governing Body unless he or she is aged 18 or over at the date of his or her election or appointment. No current pupil of the Academy shall be entitled to serve on the Strategic Governing Body.

A person serving on the Strategic Governing Body shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.

A person serving on the Strategic Governing Body shall cease to hold office if he or she is absent without the permission of the Chair of the Strategic Governing Body from all the meetings of the Strategic Governing Body held within a period of six months and the Strategic Governing Body resolves that his or her office be vacated.

A person shall be disqualified from serving on the Strategic Governing Body if:

- his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- he or she is the subject of a bankruptcy restrictions order or an interim order.

A person shall be disqualified from serving on the Strategic Governing Body at any time when he or she is subject to a disqualification order or a disqualification undertaking under the Company Trustees Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

A person serving on the Strategic Governing Body shall cease to hold office if he or she would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from serving on the Strategic Governing Body if he or she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated.

A person shall be disqualified from serving on the Strategic Governing Body at any time when he or she is:

- included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

A person shall be disqualified from serving on the Strategic Governing Body if he or she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

A person shall be disqualified from serving on the Strategic Governing Body where he or she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

After the Academy has opened, a person shall be disqualified from serving on the Strategic Governing Body if he or she has not provided to the Chair of the Strategic Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act

1997. In the event that the certificate discloses any information which would in the opinion of either the Chair of the Strategic Governing Body or the Headteacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Chair of the Trustees to determine the matter. The determination of the Chair of the Trustees shall be final.

Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Strategic Governing Body; and he or she was, or was proposed, to so serve, he or she shall upon becoming so disqualified give written notice of that fact to the Strategic Governing Body.

This clause shall also apply to any member of any committee of the Strategic Governing Body who is not a member of the Strategic Governing Body.

Annual Review

This Scheme of Delegation shall operate from the Effective Date. The Trustees will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.

In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Strategic Governing Body.

Meetings of the Strategic Governing Body

Subject to this Scheme of Delegation, the Strategic Governing Body may regulate its proceedings as the members of the Strategic Governing Body think fit.

The Strategic Governing Body shall meet at least three times in every academic year. Meetings of the Strategic Governing Body shall be convened by the clerk to the Strategic Governing Body. In exercising his or her functions under this Scheme of Delegation the clerk shall comply with any direction:

- given by the Trustees or the Strategic Governing Body; or
- given by the Chair of the Strategic Governing Body or, in his or her absence or where there is a vacancy in the office of the Chair, the Vice-Chair of the Strategic Governing Body, so far as such direction is not inconsistent with any direction given as mentioned above.

Any three members of the Strategic Governing Body may, by notice in writing given to the Clerk, requisition a meeting of the Strategic Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

Each member of the Strategic Governing Body shall be given at least seven clear days before the date of a meeting:

- notice in writing thereof, signed by the Clerk, and sent to each member of the Strategic Governing Body at the address provided by each member from time to time; and
- a copy of the agenda for the meeting;

provided that where the Chair or, in his absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

A resolution to rescind or vary a resolution carried at a previous meeting of the Strategic Governing Body shall not be proposed at a meeting of the Strategic Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

A meeting of the Strategic Governing Body shall be terminated forthwith if:

- the members of the Strategic Governing Body so resolve; or
- the number of members present ceases to constitute a quorum for a meeting of the Strategic Governing Body.

Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Where the Strategic Governing Body resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the Strategic Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

The quorum for a meeting of the Strategic Governing Body, and any vote on any matter thereat, shall be three Governors.

The Strategic Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies.

The quorum for the purposes of:

- any vote on the removal of a person in accordance with this Scheme of Delegation;
- any vote on the removal of the Chair of the Strategic Governing Body;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters and the CEO.

Subject to this Scheme of Delegation, every question to be decided at a meeting of the Strategic Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Strategic Governing Body shall have one vote.

Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he may have.

The proceedings of the Strategic Governing Body shall not be invalidated by:

- any vacancy on the SGB; or
- any defect in the election, appointment or nomination of any person serving on the SGB.

A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Strategic Governing Body or of a subcommittee of the Strategic Governing Body, shall be valid and effective as if it had been passed at a meeting of the Strategic Governing Body or (as the case may be) a subcommittee of the Strategic Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Strategic Governing Body and may include an electronic communication by or on behalf of the Strategic Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Strategic Governing Body in writing of the email address or addresses which the member will use.

The Strategic Governing Body shall ensure that a copy of:

- the agenda for every meeting of the Strategic Governing Body;
- the draft minutes of every such meeting, if they have been approved by the person acting as the Chair of that meeting;
- the signed minutes of every such meeting; and
- any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at each Academy to persons wishing to inspect them.

There may be excluded from any item required to be made available, any material relating to:

- a named teacher or other person employed, or proposed to be employed, at the Academy;
- a named pupil at, or candidate for admission to, the Academy; and
- any matter which, by reason of its nature, the Strategic Governing Body is satisfied should remain confidential.

Any member of the Strategic Governing Body shall be able to participate in meetings of the Strategic Governing Body by telephone or video conference provided that:

- he or she has given notice of his or her intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the Strategic Governing Body has access to the appropriate equipment, and
- if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

NOTICES

Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Strategic Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person

giving the notice. In this Scheme of Delegation, “Address” in relation to electronic communications, includes a number or address used for the purposes of such communications.

A notice may be given by the Strategic Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Strategic Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Strategic Governing Body an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Strategic Governing Body.

A member of the Strategic Governing Body present, either in person or by proxy, at any meeting of the Strategic Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

Subject to the provisions of the Companies Act 2006 every member of the Strategic Governing Body or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Appendices

Appendix 1: Decision Matrix and Terms of Reference

Appendix 2: Job Description and Role Responsibilities of a Trustee

Appendix 3: Terms of Reference for the Board of Trustees

Appendix 4: Job Description and Role Responsibilities of a Governor

Appendix 5: Terms of Reference for the Strategic Governing Body

Appendix 6: Committee Terms of Reference

(STEP Audit and Standards Committees and SGB Operations & Resources and Standards Committees)

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Appointing and removing Members								✓
Appointing Trustees							✓	
Removing Members and Trustees								✓
Setting the values, vision and strategic aims for the Trust							✓	
Contextualising the vision for each academy	X	X	X	✓				
Establishing the Scheme of Financial delegation for each Academy				X	✓			
Appointing and removing Chairs of SGBs							✓	
Appointing and removing the Clerk to the Board							✓	
Electing Chairs of SGBs				X			✓	
Appointing and removing the Clerk to the SGB				X			✓	
Appointing and removing Co-opted Trustees							✓	
Appointing and removing Co-opted Governors				X			✓	
Deciding the committee structure for the Board							✓	
Deciding the sub committee structure for SGBs							✓	
Generating Terms of Reference for all committees and reviewing annually							✓	
Developing a format for each Academy's AIP						X	✓	
Creating the AIP for each Academy	X			✓				
Developing a format for each Academy's SEF						✓		
Developing a format for Headteacher's Reports						✓		
Planning the schedule of work for the Board					X	X	✓	
Providing a model schedule of work for SGBs					X	X	✓	

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Contextualising the schedule of work for each SGB				✓				
Quality assuring the schedule of work for SGBs					✓	✓		
Setting the Academy day				✓				
Setting the Academy year						X	✓	
Strategic Leadership and External Partnerships								
Promote collaboration within the Trust and externally and identify and support the development of strategic partnerships that support the vision of the Trust	X	X	X	✓	X	X	✓	✓
Provide challenge and support to the CEO and the Strategic Governing Bodies appointing individuals as appropriate					X	X	✓	
Consider strategic threats and opportunities in relation to the Academies, assessing the impact on premises, curriculum, resources and admissions. No expansion or contraction of any Academy will be permitted without the Board's consent				X			✓	
Be responsible for the long term strategy of the Trust and each Academy, ensuring the Trust's strategic plan is robust, accountable and promotes outstanding teaching and learning				X			✓	
Intervene in the management of an Academy where necessary							✓	

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Provide a perspective on the wider education community and the challenges facing state funded schools						✓		
Assist with the creation of a public face and external identity for the Academies within the Trust, facilitating discussions with those who might be considered strategic partners of the Academies							✓	
Approve the Admission Policy for the Academies, including acting as the initial decider for any exclusions by the Headteachers							✓	
Be made aware of all complaints coming in across the Trust and support Headteachers where deemed appropriate				X		✓		

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Academy improvement								
Assist the Academies' leadership teams in the development of the curriculum which meets the Academy's specific needs and has regard to: <ul style="list-style-type: none"> Any nationally recognised curriculum priorities and initiatives The obligation to provide religious education, sex education and physical education Special educational needs National testing and attainment targets and Any teaching objectives and priorities adopted by the Trust Board for all Academies 	X			✓		X		
Monitoring and evaluating the implementation of the AIP: <ul style="list-style-type: none"> Studying data Conducting monitoring visits Receiving reports from the Headteacher and staff 	X	X	X	✓		X		
Quality assuring the AIP for each Academy					✓	✓		
Validating or challenging the grades in the SEF	X	X	X	✓		X		
Quality assuring self evaluation processes for each Academy				X	✓	✓		

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Monitoring and evaluating the quality of teaching and learning	X			✓		✓		
Monitoring and evaluating value for money at the academy		X		✓				
Monitoring and evaluating behaviour, safety, welfare and engagement with stakeholders			X	✓		X		
Identifying patterns and trends to bring to the attention of the Board					X	X	✓	
Pupils, parents and community								
To determine who will be offered a place in accordance with the Admission Policy				✓				
To ensure that the GB and Academy complies with all regulations re the publishing of information			X	✓				
To ensure that all stakeholders have a voice in decisions that impact on them		X	X	✓			X	
Be responsible for all consultations and engagement with the community				✓			✓	
Financial management								
Approving financial procedures in accordance with legal and DfE requirements and best practice					X		✓	
Ensuring that the financial procedures are implemented effectively		X		X	✓			
Maintaining accurate, reconciled and up to date records to provide financial and statistical information		X		✓				

Strategy ✗ = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Establishing and maintaining asset registers in accordance with financial procedures		✗		✓			CFO	
Ensuring that any disposal of assets complies with the financial procedures				✗			✓	
Maintaining a register or pecuniary and business interests of governors and staff				✗ Clerk			✓ Company Secretary	
Establishing and maintaining procedures for effective audit in accordance with legal and DfE requirements							✓	
Receiving reports from audit inspections and the resulting Action Plan		✗		✓	✓			
Ensuring appropriate insurance arrangements in accordance with the financial procedures					✓		CFO	
To approve the first formal budget plan each financial year in accordance with DfE timeframes		✗		✓	✗		✓	
Review reports from internal audit		✗		✗	✓			
Ensure delivery of agreed actions from internal audit reports		✗		✓				
Risk Management								
Ensure appropriate risk management policies are in place					✗		✓	
Review risk register for the academy		✗		✓	✗			
Review the risk register for the Trust					✗		✓	

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
To monitor, review, and amend as necessary, the Trust's actual financial performance throughout the year and at year end		X		✓	X		✓	
Ensuring that all transfers between budget headings (virements) comply with the financial procedures		X		✓				
Establishing and implementing procedures for staff, Trustees and Governors to claim expenses					X		✓	
Approving a lettings policy and fees		X		✓				
Ensuring that any writing off of debts complies with the financial procedures		X		✓				
Ensuring that all procurement processes and resulting contracts and agreements conform with the financial procedures		X		✓				
Complying with VAT and CIT regulations		X		✓				
Premises & Estates								
To establish and implement a Buildings Maintenance strategy					X		✓	
To maintain a strategic oversight of the Buildings Maintenance Strategy					X		✓	
Where appropriate raise funds, approving of grant applications put forward by the CEO and/or the Strategic Governing Bodies		X		✓	✓			
To ensure compliance with Health and Safety legislation		X		✓	X			

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Staffing								
Recruiting & Appointing Headteachers							✓	
Recommending the staffing structure for each Academy		X		✓				
Approving the overall staffing structure for each Academy				X			✓	
Performance management of CEO							✓ Pay Panel	
Develop and adopt a set of HR policies and contracts to be used by all Academies ensuring consistency and having regard to all legal responsibilities and the equality duty, consulting as necessary					X		✓	
Monitor the standards of teaching and learning in each of the Academies, ensuring that proper standards of professional performance are established and maintained						X	✓	
Formulate, implement and keep under review a policy for disciplinary and grievance procedures					X		✓	
Facilitate discussion with staff representative bodies, including the Unions at both Trust Board level and within the Academy				✓			✓	

Strategy X = Recommend/Responsibility ✓ = Approve/Accountability	Strategic- Standards Committee	Strategic- Operations & Resources Committee	Strategic- Children, Families & Communities Committee	Strategic Governing Body	STEP Audit Committee	STEP Standards Committee	STEP Board	Members
Performance management of Executive Team (excluding CEO)					X CEO leads		✓	
Performance management of central STEP Team					X CFO leads		✓	
Performance management of Headteachers including recommendations re pay				X CEO leads			✓	
Validating or challenging recommendations re teachers' and support staff salaries in each Academy		X Pay Panel		✓				
Suspend or dismiss Headteachers						X	✓	
Suspend or dismiss teachers and support staff				✓				
Approve any leaving payments (redundancy, dismissal, early retirement) in accordance with academy policy				X	X		✓	
Policies								
Drafting statutory policies for use across the Trust					X	X	✓	
Ensuring that all statutory policies and documents are in place in each Academy	X	X	X	✓				
Monitoring the implementation and evaluating the impact of all statutory policies.	X	X	X	✓	X	X	✓	

Appendix 2

Job Description and Person Specification incorporating a Code of Conduct and Role Responsibilities for Trustees



STEP Academy Trust

Job title:	Trustee
Location:	Trust Board meetings to be held in a South or Central London location Site visits to local STEP Academies as necessary Site visit to STEP Academy Trust registered office as necessary
Hours:	Up to six Trust Board meetings a year Remote involvement via email/telephone Regular review of reports and documentation
Salary range:	Voluntary
Term of office:	Four years

Job purpose: The Trustees oversee the management and administration of the Trust and the Academies run by the Trust.

Elected members of political parties are not eligible to become STEP Trustees, due to potential conflicts of interest

Job Description

Governance

The corporate management and trustee responsibility for the Trust is vested in the Trustees, who will also be the company Trustees registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members of the Trust, the Secretary of

State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money.

The Trustees are required as trustees and pursuant to the Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust.

Specific responsibilities of the Trust Board and the Trustees

The role of the Trust Board and the Trustees collectively is to:

- determine the strategic vision and overarching strategic plan of the Trust;
- provide strategic leadership and governance;
- to develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academies meet their responsibilities to the community and serve the community's needs in relation to the safeguarding and education of its pupils;
- provide challenge and support to senior leaders including the CEO;
- develop and decide strategic and operational policies;
- facilitate collaboration between the Academies to actively seek opportunities for the Academies to work together either with the aim of improving economic efficiencies within the Trust or identifying and implementing best practice across all Academies;
- co-ordinate and oversee shared services and resources;
- develop and oversee the implementation of Academy action plans focussing on Academy improvement;
- set and monitor performance benchmarks;
- determine curriculum priorities;
- set the overall Trust budget and approve of Academy budgets;
- monitor expenditure in accordance with appropriate authorisations;
- develop and implement a risk management strategy;
- ensure the Trust and the Academies comply with their legal obligations;
- determine the Trust's reserves/contingency policy;
- ensure appropriate insurance or risk cover is put in place;
- undertake recruitment and performance management of principals and other senior leaders;
- develop staff training programmes and opportunities for professional development;
- support the development and building of leadership and governance capacity at Academy level;
- approve of site and asset management strategies;
- oversee any significant capital expenditure and building projects;
- approve of all funding applications;
- act as decision maker for all appeals.

Core Competencies

The following core competencies and skills expected of the Trustees are that they will:

- work as a team;
- attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- be respectful of the views of others and to be open to new ideas and thoughts;
- treat all confidential information confidentially;
- act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- understand the policies and procedures of the Trust and how these flow down to the Academies;
- support the Trust in public and act as an ambassador of the Trust and the Academies;
- commit to training and skills development;
- be ready to ask questions;
- be focussed on problem solving and be ready to learn from past experiences;
- adhere to the Nolan Principles in their conduct.

Person Specification

Personal qualities and values:

- A desire to create positive change for young people;
- A commitment to the aims and objectives of STEP Academy Trust;
- A willingness to devote time and effort;
- An ability to work effectively as a team while contributing an independent perspective;
- An ability to build productive and supportive professional relationships;
- A commitment to the Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership;
- A commitment to equal opportunities and anti-discriminatory practice;
- A commitment to Safeguarding young people;
- Reliability and integrity.

Education and training:

- A record of continuous professional development;
- Educated to higher level in professional area of expertise.

Experience:

- Experience of driving positive change;
- Experience in leadership and management;
- Professional experience in education / accountancy/ finance / business / HR / marketing/law.

Knowledge:

- An understanding and acceptance of legal duties, responsibilities and liabilities of trusteeship;
- An understanding of the use of attainment and other data to assess the progress, strengths and weaknesses of an educational environment;
- An understanding of financial and workforce data.

Skills:

- Strategic vision;
- An ability to think creatively;
- Good, independent judgement;
- An ability to use financial and workforce data to inform decision-making.

Legal Requirements:

Individuals who are not able to make the following declarations may not serve as a Trustee:

- I am not disqualified from acting as a charity trustee;
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as “spent”);
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft;
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance;
- I am not an undischarged bankrupt;
- I have not made compositions or arrangements with my creditors from which I have not been discharged;
- I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity;
- I have not been disqualified from serving as a company Trustee;
- I am not included in the list kept by the Secretary of State for Education under s1 of the Protection of Children Act 1999 (or equivalent) or have ever been disqualified from working with children or serving on a governing body of a school;

I am able to provide a valid Disclosure and Barring Service Certificate under the Protection of Freedoms Act 2012 which does not disclose any reason why I should be unsuitable for working with children.

Appendix 3

Terms of Reference for the Board of Trustees



STEP Academy Trust

STEP ACADEMY TRUST (“the Trust”)

TERMS OF REFERENCE FOR THE TRUST BOARD (“the Trust Board”)

EFFECTIVE DATE: 1st SEPTEMBER 2016

PURPOSE

The Trustees of the Trust have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of Academies, but have delegated the governance responsibility to strategic governing bodies, who will support the work of the Trust and promote the success of the Academies. The day to day management and responsibility for the running of the Academies has been delegated to the CEO (also a Trustee), who will be supported by both a central management team (where appropriate) and leadership teams in each of the Academies, including the Headteachers appointed in respect of the Academies. The role and responsibilities of the Trustees and those serving on a strategic governing body are set out in the Scheme of Delegation.

The Trustees fulfil their responsibilities through strategic planning and by the setting of policy and standards as well as taking responsibility for the oversight and management of risk. The Trustees have the power to direct change where required. The Trustees must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such persons to serve on the Trust Board. The Trustees are accountable to the Secretary of State for Education and to the communities that they serve. The Trustees, whilst in certain circumstances possibly also sitting on a Strategic governing body, are responsible for all the Academies run by the Trust and are expected to use their skills and experience in undertaking a role on the Trust Board.

MEMBERSHIP

The composition and powers of the Trust Board are (subject to charity and company law) determined by the Articles of Association and in any conflict between these Terms of Reference and the Articles, the Articles shall prevail. Board members must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to fulfilling the Trust’s mission and objectives for the Academy, drawing on specialist skills where required.

The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

QUORUM

The quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

RESPONSIBILITIES

Responsibilities of the Trustees are specified within the Decision Matrix in Appendix 1 of the STEP Scheme of Delegation.

REVIEW

In accordance with best practice, the Trust Board will carry out a regular review of the skills and experience available on the Trust Board and will seek to develop additional capacity and skills where required. Except in relation to posts held in an ex officio capacity and otherwise only in exceptional circumstances, Trustees will not seek reappointment beyond the usual 3 terms of office, a standard term of office being 4 years.

THE GENERAL EQUALITY DUTY

The Trust must have due regard to the need to:

- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act;
- Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it;
- Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

Protected characteristics

- Age (not pupils);
- Disability;
- Ethnicity and race;
- Gender;
- Gender reassignment;
- Marriage and civil partnership;
- Pregnancy and maternity;
- Religion and Belief;
- Sexual identity and orientation.

Appendix 4

Job Description and Person Specification incorporating a Code of Conduct and Role Responsibilities for Governors (including specific responsibilities of the Chair)



STEP Academy Trust

Job title:	STEP Governor serving on a Strategic Governing Body
Location:	Strategic Governing Body meetings to be held at the relevant Academies Site visits to local STEP Academies as necessary
Hours:	Up to four Strategic Governing Body meetings a year and three committee meetings Remote involvement via email/telephone Regular review of reports and documentation
Salary range:	Voluntary
Term of office:	Four years

Job purpose: The Strategic Governing Body for an Academy or Academies plays an active part in supporting the Head Teacher of the Academy, liaising as appropriate with the Trust's CEO and the Trust Board more generally in relation to the oversight of the Academies and the Academies' senior leadership teams.

Appointments to the Strategic Governing Body will be made by the Strategic Governing Body itself, subject to any ratification by the Trustees of STEP Academy Trust. Recommendations to appoint may be put forward by either the Head Teachers or by the Trustees. Elected members of political parties are not eligible to become STEP governors, due to potential conflicts of interest.

Job Description

Governance Support and Local Accountability

The role of those serving on a Strategic Governing Body is an important one, ensuring there is local accountability for the performance of the Trust and the Academies and that the Academies serve their communities. Those serving on a Strategic Governing Body are accountable to the Trust Board and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.

Specific responsibilities of STEP Governors

The specific tasks and responsibilities of STEP Governors are as follows, to:

- ensure implementation of the strategic vision of the Trust and the Academies in particular;
- support the Trust Board in developing and maintaining effective links within the Academies' communities, communicating openly and frequently as appropriate and ensuring that the Academies meet their responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils;
- oversee and support the Academy's senior leadership team;
- ensure the Academy works within its budget and implements the Trust's risk and financial management policies;
- support the Academy's senior leadership team in the development and review of an appropriate staffing structure;
- where appropriate, support the Head Teachers in the recruitment and performance management of strategic personnel;
- promote collaboration with the other STEP Academies, actively seeking opportunities for the Academies to work together either with the aim of improving economic efficiencies within the Trust or identifying and implementing best practice across all Academies;
- review delegated local Academy policies (e.g. admissions, pupil behaviour, safeguarding);
- provide advice and feedback to the Trustees and reporting on all matters, responsibility for which has been passed to the Strategic Governing Body;
- support the Academy's senior leadership team in relation to curriculum and budgeting priorities, determining any local priorities;
- support the Academy's senior leadership team in monitoring pupil progress and analysing performance data, having regard to the performance benchmarks determined by the Trust across all Academies;
- ensure the implementation of any Academy plan, focussing particularly on Academy performance targets;
- undertake all and any appropriate community consultation;
- provide a point of contact for parents, carers and other members of the local community;
- maintain effective links with the local community.

Core Competencies

The following core competencies and skills expected of Governors are to:

- work as a team;
- attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- be respectful of the views of others and to be open to new ideas and thoughts;
- treat all confidential information confidentially;
- act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy
- develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- understand the policies and procedures of the Trust and how these flow down to the Academies;
- support the Trust in public and act as an ambassador of the Trust and the Academies;
- commit to training and skills development
- be ready to provide challenge;
- be focussed on problem solving and be ready to learn from past experiences;
- act in accordance with any authority delegated to him or her, including complying with any regulation or requirement of those from whom delegated authority is received;
- adhere to the Nolan Principles in their conduct.

Person Specification

Personal qualities and values:

- A desire to create positive change for young people
- A commitment to the aims and objectives of STEP Academy Trust
- A willingness to devote time and effort
- An ability to work effectively as a team while contributing an independent perspective
- An ability to build productive and supportive professional relationships
- A commitment to the Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- A commitment to equal opportunities and anti-discriminatory practice
- A commitment to Safeguarding young people
- Reliability and integrity

Education and training:

- A record of continuous professional development
- Educated to higher level in professional area of expertise

Experience:

- Experience of driving positive change
- Experience in leadership and management
- Professional experience in education / accountancy/ finance / business / HR / marketing/law

Knowledge:

- An understanding and acceptance of legal duties, responsibilities and liabilities of trusteeship
- An understanding of the use of attainment and other data to assess the progress, strengths and weaknesses of a school
- An understanding of financial and workforce data

Skills:

- Strategic vision
- An ability to think creatively
- Good, independent judgement
- An ability to use financial and workforce data to inform decision-making

Legal Requirements:

Individuals who are not able to make the following declarations may not serve on the Strategic Governing Body:

- I am not disqualified from acting as a charity trustee
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as “spent”)
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance
- I am not an undischarged bankrupt
- I have not made compositions or arrangements with my creditors from which I have not been discharged
- I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity
- I have not been disqualified from serving as a company Trustee
- I am not included in the list kept by the Secretary of State for Education under s1 of the Protection of Children Act 1999 (or equivalent) or have ever been disqualified from working with children or serving on a governing body of a school
- I am able to provide a valid Disclosure and Barring Service Certificate under the Protection of Freedoms Act 2012 which does not disclose any reason why I should be unsuitable for working with children

Additional Responsibilities of the Chair

The role of the Chair of the Strategic Governing Body is an important one, demanding yet worthwhile. The Chair is elected by the Governors annually but because of the vital link and the importance of maintaining a strong and effective relationship between the Strategic Governing Body and the Trust Board, the appointment following election is subject to the approval of the CEO, on behalf of the Trust Board. The

Chair must be approachable, readily accessible and ready to take issues and ideas raised by Governors seriously.

The Chair's specific duties are to:

- provide a clear lead and direction for the Governors, understanding the aims of the Academies, the roles played by all those involved and the vision of the Trust in relation to its Academies;
- build an effective team, attracting Governors with necessary skills and experience promoting equality and diversity and ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;
- work closely with the Headteachers and the Leadership Team to ensure there is proper challenge and encouragement;
- ensure that Academy improvement is the focus of all policy and strategy for the Academies, reminding Governors of this as often as necessary;
- hold Governors to account, ensuring the business of the Strategic Governing Body is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.

Appendix 5

Terms of Reference for the Strategic Governing Body



STEP Academy Trust

STEP ACADEMY TRUST (“the Trust”)

TERMS OF REFERENCE FOR THE STRATEGIC GOVERNING BODY (“the Strategic Governing Body”)

EFFECTIVE DATE: 1st SEPTEMBER 2016

PURPOSE

Each Academy is accountable to and must serve its community. All children deserve and should expect to receive a high standard of education. Whilst the Trustees of the Trust have overall responsibility and ultimate decision making authority for all the work of the Trust, and the standards achieved by the pupils and students of the Academies, a Strategic Governing Body has been set up to ensure the vision of the Trust is fulfilled. The Strategic Governing Body is focussed on the day to day life of the Academies from which it has responsibility and is there to ensure the staff working in the Academies are supported and challenged, when necessary, and the needs of the pupils and students are met.

The Strategic Governing Body represents the community and is responsible for all engagement with parents and the wider community. The Strategic Governing Body will assist the Trustees in the development of policy and strategy; advising on standards and target setting as well as daily life within the Academy and working with the Trust’s CEO and the senior leadership teams in the Academies to secure the long term success of the Academy.

MEETINGS

The Strategic Governing Body shall meet at least once a term.

QUORUM

The quorum for a meeting of the Strategic Governing Body is any three of the members of the Strategic Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Strategic Governing Body at the date of the meeting. The quorum for the purposes of: appointing a parent member; any vote on the removal of a person in accordance with this Scheme of Delegation; any vote on the removal of the chairman of the Strategic Governing Body; shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.

RESPONSIBILITIES

Responsibilities of Governors are specified within the Decision Matrix in Appendix 1 of the STEP Scheme of Delegation.

MEMBERSHIP

The role of those serving on the Strategic Governing Body is an important one, fulfilling the Trust's mission and providing feedback to the Trustees of the Trust. Those serving on the Strategic Governing Body must act independently and in the best interest of the Academies and the Trust, whilst recognising that the Academy is part of a family of schools run by the Trust each with collective responsibility. They will act as ambassadors of the Academies and the Trust and must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to fulfilling the Trust's mission and objectives for the Academies, using their skills and experience and drawing on specialist skills where required.

Specific skills may be needed if a member of the Strategic Governing Body is to take responsibility for and lead on a specific area as part of a working party or when invited to serve on any of the Trust's committees looking at finances, audit and risk management, premises, resources, standards and continuous school improvement across the Trust. A regular skills audit will be undertaken and those serving on the Strategic Governing Body should expect to be able to articulate their contribution to the success of the Academies.

The Strategic Governing Body will comply with any guidance issued from time to time by the Trust Board as to the composition of the Strategic Governing Body, the carrying out elections and any other matter affecting the functioning of the Strategic Governing Body, including the holding of meetings and the removal of Governors. Minutes of all meetings will be sent to the CEO.

The responsibilities of the Strategic Governing Body are specified in the Decision Matrix within the Scheme of Delegation.

REVIEW

In accordance with best practice, the Strategic Governing Body will carry out a regular review of the skills and experience available on the board and will seek to develop additional capacity and skills where required. The Trust Board will review these Terms of Reference on a regular basis and will support the work of the Strategic Governing Body.

THE GENERAL EQUALITY DUTY

The Academies must have due regard to the need to:

- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act;
- Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it;
- Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

Protected characteristics

- Age (not pupils)
- Disability
- Ethnicity and race
- Gender
- Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity

- Religion and Belief
- Sexual identity and orientation



STEP Academy Trust

STEP Audit Committee

Terms of Reference

1. Membership

3 members comprising of:

- 3 members of STEP Academy Trust Board of Trustees.

It is preferable that the Chair of the Committee has Financial and/or Audit and Governance experience.

The Chair will be appointed by the STEP Board of Trustees.

In addition, a Clerk will be appointed to assist with the administration of the Committee. The CEO, and members of the Executive Management Team will be required to attend via invitation, along with other staff as the need arises.

2. Period of Office

The members of the Committee shall serve for a period of two years, and are eligible for re-election.

Membership shall cease by:

- mutual agreement
- resignation as either a Trust Trustee or Trust Employee

3. Meetings

The Committee will meet at least three times per year, usually at least two weeks prior to the STEP Trustees' Board meeting.

4. Quorum

At least one member and the Chair.

5. Authority

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

The Audit Committee is authorised to obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and Chair of the Board of Trustees. However, the Audit Committee may not incur expenditure in excess of £10,000 in any single financial year without the prior approval of the Board of Trustees.

6. Purpose

With regard to the Trust, the Audit Committee is to maintain oversight of:

- Governance and internal control
- Risk management
- Financial management and value for money
- External audit
- Financial statements and annual reports.

In addition, the Committee will operate a Pay Review function to receive, review and make decisions on the remuneration of staff working across the STEP Trust, with the exception of the CEO. The remuneration of the CEO will be considered by the Committee, with a recommendation as appropriate made to the Board of Trustees.

7. Duties

The duties of the Audit Committee are to:

- 7.1 Advise the Board of Trustees and the Accounting Officer on the adequacy and effectiveness of the areas highlighted within section 6. This advice will take the form of a verbal report accompanied by minutes to the Board of Trustees, as well as a written report to be received at the autumn term Board meeting.
- 7.2 Make recommendations to the Board of Trustees with regard to the appointment, re-appointment, dismissal and remuneration of the external auditor.
- 7.3 Make recommendations to the Board of Trustees with regard to the need for, and when appropriate, the appointment, re-appointment, dismissal and remunerations of an internal auditor and/or other assurance provider to enable the Board to sign the corporate governance statement in the annual accounts.
- 7.4 Advise the Board of Trustees on an appropriate programme of work to be delivered by independent assurance provider (ie Responsible Officer). The programme of work will be derived from the Audit Committee's review of the key risks facing the Trust, the assurance framework and its duty to report to the Board.
- 7.5 Review the external auditor's annual planning document and approve the planned audit approach.
- 7.6 Receive reports from external auditor and other bodies, for example the Education Funding Agency, and consider any issues raised, the associated management response and action plans. Where appropriate, reports should be referred to the Board for action.
- 7.7 Regular monitoring of outstanding actions raising from independent assurance providers, ensuring any delays in implementing recommendations are reasonable
- 7.8 Review the STEP Fraud Policy and ensure that all allegations of fraud or irregularity are investigated appropriately.

- 7.9 Consider any additional services delivered by the external auditor or other assurance provider and ensure appropriate independence is maintained.
- 7.10 Ensure appropriate cooperation and coordination of the work of external auditors and the Responsible Officer.
- 7.11 Meet with the external auditors, without management present, at least annually.
- 7.12 Review the high level processes and procedures in place to manage the financial management within each Academy
- 7.13 Oversee the development of STEP specific Financial Procedures manual, in line with Academies Handbook and other EFA guidance.
- 7.14 Consider the minutes of the SGB Resources Committees, and action as appropriate.

8. Administration

The Audit Committee will meet at least once per term, usually at least two weeks in advance of the Board of Trustees. In addition, the following requirements will be met:

- The Chair of the Board of Trustees cannot be a member of the Audit Committee.
- The Chair of the Audit Committee will be a Trustee of the Trust
- The Accounting Officer, Chief Finance and Operations Officer and any other paid staff will have no voting rights and cannot Chair the Committee
- Agendas will be agreed in advance by the Chair of Audit Committee, with all required papers and reports circulated at least five working days in advance of the meeting.



STEP Academy Trust

SGB Operations & Resources Committee

Terms of Reference

1. Membership

3 members comprising of:

- 3 members of the Strategic Governing Body (SGB)

It is preferable that the Chair of the Committee has Financial and/or Audit and Governance experience.

The Chair of the Committee should not be the same as the Chair of the SGB.

The Chair of the Committee will be appointed by the SGB.

In addition, a Clerk will be appointed to assist with the administration of the Committee. The Headteacher and Business Manager will be required to attend via invitation, along with other staff as appropriate.

2. Period of Office

The members of the Committee shall serve for a period of two years, and are eligible for re-election.

Membership shall cease by:

- mutual agreement
- resignation as a Governor

3. Meetings

The Committee will meet at least three times per year, usually at least two weeks prior to the SGB meeting.

4. Quorum

At least one member and the Chair.

5. Authority

Whilst most decision making will be taken at SGB or STEP Board of Trustees level, as covered in the STEP Scheme of Delegation, the Committee has a key role to play in providing appropriate scrutiny, challenge and support in the day to day management of the Academy's finances, personnel and premises.

It is envisaged that the Committee will receive reports from the Business Manager and external agencies; for example, the auditors' reports will be used to make recommendations to the SGB. The Committee may also be required to monitor action plans and schemes of work as agreed by the SGB or STEP Board of Trustees.

6. Purpose

In accordance with the STEP Scheme of Delegation the Governors of the Academy recognises the need to formally set out a policy for the overall management of the Academy budget and the day to day management of the Academy's affairs.

The general conditions that follow are subject to annual review and consideration by the Board of Trustees:

- i. The SGB of the Academy confirms that the overall financial management of the Academy is delegated to the Committee;
- ii. The SGB confirms that the day to day financial management of the Academy is delegated to the Headteacher;
- iii. Any Governor or member of Academy staff having a direct or indirect involvement in a business, which may influence any decision making within the Academy, and in particular one which is the subject of tendering for a contract, or competitive quotation, must be declared and stated to the Chair of Governors and the Headteacher respectively before the tendering process begins. This must be recorded on the SGB or Staff Registers of Business Interests;
- iv. The Headteacher is accountable for ensuring that the SGB and Staff Register of Business Interests are maintained and kept up-to-date. Both Registers are to be laid before the SGB annually at the autumn term meeting, for review and scrutiny;
- v. The Business Manager is accountable for ensuring that procedural notes relating to the use and expenditure of any monies from the Academy budget, or other appropriate funds, are prepared and disseminated to all appropriate staff.

7. Duties

The duties of the Committee are to:

- i. To provide guidance to the SGB and the Headteacher on all matters relating to finance, personnel and premises;
- ii. To consider the financial implications of the Academy Improvement Plan and any other associated management plans, including OFSTED action plans, and to report to the SGB on these implications as required;
- iii. To prepare the annual budget statement of the Academy in conjunction with the Headteacher for consideration and approval by the SGB prior to the submission of the budget plan to the STEP Board of Trustees and Department for Education;
- iv. To monitor expenditure and income at each meeting;

- v. To authorise virement between budget headings, as permitted by the STEP Finance Policy;
- vi. To determine any other matters referred to the Committee by the SGB or other Committee, as appropriate;
- vii. To report to the SGB each term, any action taken within the powers delegated to the Committee.
- viii. To review the Academy's Charging Policy both for Academy activities and lettings.
- ix. To recommend annually a staffing structure for the Academy;
- x. To consider the personnel implications of the Academy Improvement Plan and any other associated management plan, including OFSTED action plans, and to report to the SGB, or other committee, as appropriate, on these implications as required;
- xi. To apply the provisions of the STEP Pay Policies and performance management provisions including observing all statutory and contractual obligations relating to the annual review of teaching staff salaries;
- xii. To determine issues referred to the Committee regarding staff grievance or discipline issues, other than those covered by statutory committees;
- xiii. To consider any premises or estates related implications of the Academy Improvement Plan and any other associated management plans, including OFSTED action plans, Asset Management Plan and Business Plan, and to report to the SGB on these as required;
- xiv. To consider the repair and maintenance needs of the Academy building and grounds, and to draw up, monitor and review the short, medium and long term programmes of planned maintenance of premises and grounds related work at the Academy;
- xv. To contribute, in conjunction with the Headteacher, to bids for external funding;
- xvi. To be responsible for Health and Safety issues at the Academy, in conjunction with the duly appointed Health and Safety Consultant,
- xvii. To consider reports from the Headteacher or the Premises/Site Manager, as appropriate, on buildings and estate related issues;
- xviii. To consider and formulate a policy for approval by the SGB on the use of the Academy buildings and estates by outside users for non-Academy activities, and to monitor and report on such use to the SGB;
- xix. To monitor insurance cover for the buildings, premises, plant, equipment and vehicles;
- xx. To monitor service contracts or other arrangements entered into in terms of effectiveness and value for money;
- xxi. To monitor the use of all vehicles, plant and office equipment, including purchase and maintenance;
- xxii. To monitor the provision of utility services and investigate the alternatives or alternative suppliers and the utilisation of energy saving practices.

The Committee will also act as the Pay Panel on behalf of the SGB. As such duties will include:

- Ensuring the implementation of STEP Pay Policies, making appropriate recommendations to the SGB;
- ensure an annual review of teachers' salaries in line with current arrangements**;
- ensure an annual review of support staff salaries in line with current arrangements;
- consider the recommendation of the Headteacher's performance review group in relation to whether to award the head an annual increment ***;
- scrutinise a sample of performance management review statements for staff to ensure a link between quality of teaching and pay progression;

**Anyone employed to work at the Academy(ies) other than the Headteacher must withdraw from this item

***Anyone employed to work at the Academy(ies) including the Headteacher must withdraw from this item

8. Administration

The Committee will meet at least once a term, usually at least two weeks in advance of a SGB meeting. In addition, the following requirements will be met:

- The Chair of the Strategic Governing Body cannot be a Chair of the Committee.
- The Chair of the Committee will be a Governor
- Agendas will be agreed in advance by the Chair, with all required papers and reports circulated at least five working days in advance of the meeting.

Terms of Reference for STEP Standards Committee



STEP Academy Trust

STEP Standards Committee

Terms of Reference

Membership

3 members comprising of:

- 3 members of STEP Academy Trust Board of Trustees.

The Chair will be appointed by the STEP Board of Trustees.

In addition, a Clerk will be appointed to assist with the administration of the Committee. The CEO, and members of the Executive Management Team will be required to attend via invitation, along with other staff as the need arises.

Period of Office

The members of the Committee shall serve for a period of two years, and are eligible for re-election.

Membership shall cease by:

- mutual agreement
- resignation as either a Trust Trustee or Trust Employee

Meetings

The Committee will meet at least three times per year, usually at least two weeks prior to the STEP Trustees' Board meeting.

Quorum

At least one member and the Chair.

Authority

The Standards Committee is a Committee of the Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.

Purpose

With regard to the Trust, the Standards Committee is to maintain oversight of:

Monitoring and evaluating pupil progress and attainment and the quality of teaching, ensuring the Trust provides a consistently high quality learning experience and delivers a broad and balanced curriculum in keeping with the Trust's aims and vision, all pupil needs and legal requirements.

Duties

The duties of the Standards Committee are to:

- i. Advise the Board of Trustees, holding SGBs to account on the adequacy and effectiveness of the areas highlighted within the Purpose;
- ii. Report or make recommendations to the Board of Trustees on the SEF, the Academy Improvement Plan and the policies allocated to the SGB Standards Committee;
- iii. take appropriate action on any relevant matter referred by the SGB.

Administration

The Standards Committee will meet at least once per term, usually at least two weeks in advance of the Board of Trustees. In addition, the following requirements will be met:

- The Chair of the Board of Trustees cannot be a member of the Standards Committee.
- The Chair of the Standards Committee will be a Trustee of the Trust
- Any paid staff will have no voting rights and cannot Chair the Committee
- Agendas will be agreed in advance by the Chair of Standards Committee, with all required papers and reports circulated at least five working days in advance of the meeting.

Terms of Reference for Strategic Governing Body Standards Committee



STEP Academy Trust

SGB Standards Committee

Terms of Reference

Membership

3 members comprising of:

- 3 members of the Strategic Governing Body (SGB)

The Chair of the Committee should not be the same as the Chair of the SGB.

The Chair of the Committee will be appointed by the SGB.

In addition, a Clerk will be appointed to assist with the administration of the Committee. The Headteacher and Business Manager will be required to attend via invitation, along with other staff as appropriate.

Period of Office

The members of the Committee shall serve for a period of two years, and are eligible for re-election.

Membership shall cease by:

- mutual agreement
- resignation as a Governor

Meetings

The Committee will meet at least three times per year, usually at least two weeks prior to the SGB meeting.

Quorum

At least one member and the Chair.

Authority

The Standards Committee is a Committee of the Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. The Standards Committee will have the following responsibilities:

- i. receive reports from members of staff about matters relating to any of the issues listed in their terms of reference;
- ii. contribute to, monitor and evaluate relevant parts of the SEF, the Academy Improvement Plan and the policies allocated to them, reporting or making recommendations to the Board of Trustees;
- iii. consider recommendations from relevant external reviews for example Ofsted or local authority review, to agree the actions needed to address any issues identified and to monitor and evaluate regularly the implementation of any plan agreed, reporting or making recommendations to the strategic governing body;
- iv. consider the views of staff, pupils and parents when making strategic decisions that will impact on them;
- v. consider the impact on equality, referencing the protected characteristics, when making recommendations and when reviewing/drafting policies.
- vi. take appropriate action on any other relevant matter referred by the strategic governing body.

Duties

The Standards Committee will monitor and evaluate pupil achievement and the quality of teaching, ensuring the school provides a high quality learning experience and delivers a broad and balanced curriculum in keeping with the Academy aims, all pupil needs and legal requirements.

In December it will recommend to the strategic governing body the Academies' pupil performance targets for summer 2016.

The committee will also monitor and evaluate relevant Equality Objectives, policies and assigned sections of the SEF and linked issues in the AIP, notably:

- i. how the Academies deal with their statutory obligations in relation to the National Curriculum;
- ii. the quality of the assessment system
- iii. the performance of different groups, subjects and key stages making relevant comparisons to local and national data and analysing trends
- iv. provision for, progress and attainment of vulnerable groups e.g. disadvantaged children, looked after children, young carers, and the effectiveness of any intervention strategies;
- v. the SEN policy, monitoring provision and ensuring that the Academies fulfil their responsibilities for pupils with special educational needs and with disabilities;
- vi. the quality of teaching;

- vii. the impact of interventions linked to specific grants such as pupil premium, primary PE and sport
- viii. the range and impact of extra- curricular activities on pupil achievement and well-being;
- ix. how well teaching prepares pupils for the next stage in their education

Voting

Every question to be decided at a committee meeting must be determined by a majority of votes of those governors and associate members present and voting. If there is an equal number of votes, the chair (or the person acting as chair), provided that he or she is a governor, has a second (or casting) vote. The committee can only vote if the majority of the committee members present are governors.

Voting rights of associate members on committee

The 2013 Procedures Regulations removed the limitations on voting rights of associate members in committees. The GB has decided to exercise its option to ask associate members to withdraw when individual staff or pupils are being discussed.

Administration

The Committee will meet at least once a term, usually at least two weeks in advance of a SGB meeting. In addition, the following requirements will be met:

- The Chair of the Strategic Governing Body cannot be a Chair of the Committee.
- The Chair of the Committee will be a Governor
- Agendas will be agreed in advance by the Chair, with all required papers and reports circulated at least five working days in advance of the meeting.

Terms of Reference for Strategic Governing Body Children Families and Communities Committee



STEP Academy Trust

SGB Children Families & Communities Committee

Terms of Reference

Membership

3 members comprising of:

- 3 members of the Strategic Governing Body (SGB)

The Chair of the Committee should not be the same as the Chair of the SGB.

The Chair of the Committee will be appointed by the SGB.

In addition, a Clerk will be appointed to assist with the administration of the Committee. The Headteacher and Business Manager will be required to attend via invitation, along with other staff as appropriate.

Period of Office

The members of the Committee shall serve for a period of two years, and are eligible for re-election.

Membership shall cease by:

- mutual agreement
- resignation as a Governor

Meetings

The Committee will meet at least one annually, usually at least two weeks prior to the SGB meeting.

Quorum

At least one member and the Chair.

Authority

The Children, Families and Communities Committee is a Committee of the Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.

The Children, Families and Communities Committee will have the following responsibilities:

- i. receive reports from members of staff about matters relating to any of the issues listed in their terms of reference;
- ii. contribute to, monitor and evaluate relevant parts of the SEF, the Academy Improvement Plan and the policies allocated to them, reporting or making recommendations to the strategic governing body;
- iii. consider recommendations from relevant external reviews for example Ofsted or local authority review, to agree the actions needed to address any issues identified and to monitor and evaluate regularly the implementation of any plan agreed, reporting or making recommendations to the strategic governing body;
- iv. consider the views of staff, pupils and parents when making strategic decisions that will impact on them;
- v. consider the impact on equality, referencing the protected characteristics, when making recommendations and when reviewing/drafting policies.
- vi. take appropriate action on any other relevant matter referred by the strategic governing body.

Duties:

The Children, Families and Communities Committee will monitor and evaluate relevant Equality Objectives, policies and assigned sections of the SEF and linked issues in the AIP, notably:

- i. the impact of the Academies' contribution to pupils' personal development, behaviour and welfare;
- ii. the impact of safeguarding policies;
- iii. attendance, punctuality and behaviour patterns and trends;
- iv. the views of pupils and staff and how these are taken into account in planning and day to day practice;
- v. the effectiveness of partnerships with other schools, external agencies and the community including business, to improve the Academies, extend the curriculum and increase the range and quality of learning experiences for pupils.
- vi. the engagement and views of parents with the Academies, particularly those who find it hard to engage, and how these are taken into account, and consider ways in which home-school links can be further developed, making appropriate recommendations;
- vii. community links and community use of the Academies;
- viii. monitoring and evaluating the Academies' contribution to promoting community cohesion;
- ix. supporting the Academies in ensuring that the Academies' websites are compliant.

Voting

Every question to be decided at a committee meeting must be determined by a majority of votes of those governors and associate members present and voting. If there is an equal number of votes, the chair (or the person acting as chair), provided that he or she is a governor, has a second (or casting) vote. The committee can only vote if the majority of the committee members present are governors.

Voting rights of associate members on committee

The 2013 Procedures Regulations removed the limitations on voting rights of associate members in committees. The GB has decided to exercise its option to ask associate members to withdraw when individual staff or pupils are being discussed.

Administration

The Committee will meet at least once a term, usually at least two weeks in advance of a SGB meeting. In addition, the following requirements will be met:

- The Chair of the Strategic Governing Body cannot be a Chair of the Committee.
- The Chair of the Committee will be a Governor
- Agendas will be agreed in advance by the Chair, with all required papers and reports circulated at least five working days in advance of the meeting.