GOVERNANCE CHARTER & SCHEME OF DELEGATION 2026

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SECTION 1

Foreword from the Chair of Trustees

Following its establishment in 2016, The Consortium Trust has developed from a Trust specialising in small rural primary schools, expanding into larger medium sized primary schools, private nursery provision, and special schools.
This expansion has been achieved whilst maintaining our vision, aims and principles and the increased diversity of the provision being delivered has improved and enhanced the overall balance within the Trust and continues to increase the knowledge and expertise available to all, allowing ideas and solutions to be discussed and shared across the whole Trust.

The Trustees of Consortium are aware that the recent change in Government will also bring change and opportunities for the Trust, and we believe that the Trust is in a good position to adjust, react and benefit from these changes as they released and evolve. Our strengths of creativity, collaboration and school to school support has never been greater and this puts us in a great position to ensure we fully benefit from any changes that emerge in the coming years as well as optimising the varied and diverse provision we are already providing.

All our Schools are special and will remain special individually, locally and collectively as part of the Trust.

Consortium will continue to provide an environment that, whilst offering a broad curriculum and collaborative working, will ensure every child and adult involved in their schools has the opportunity to meet their full potential.

I strongly believe that Consortium, its Members, Trustees, Directorates and Schools continue to provide a unique offering within Norfolk and Suffolk. Through this, children will flourish and achieve and the schools in the Consortium family will thrive and continue for our future generations.

Steve Martin
Chair of Trustees

Foreword from the CEO

Consortium Trust is a family of schools and educational provisions with the fundamental aim to not only maintain but to enhance quality education at the centre of our communities across East Anglia. Our Trust values family and community and puts these at the heart of what we do, our buildings and services are community assets and our contribution to the wider community is key to the success of our children, young people and colleagues.

Consortium Trust is a growing and aspirational Trust, and we are proud of every part of our organisation. While we started our journey as specialising in small rural primary schools, a core aim that we still hold, we have sustainably expanded to also include medium size suburban primary schools, private nursery provision, large special schools, an unregulated Alternative Provision offer and specialist resource bases. Our school scouting provision at primary and the Duke of Edinburgh Award Scheme Operating status for our secondary and post-16 students, demonstrating our commitment to a broad, balanced curriculum and outdoor learning.

We provide excellent support and services to our schools and settings through an effective central team based at our offices in Helmingham that include, school improvement and curriculum development alongside, finance, HR, compliance and estates management. As we continue to strive to deliver excellence in education, we are looking for new partners to add to our diversity and strength, from the smallest primary school to secondary schools, if you are seeking a supportive, collaborative and challenging home, I would be delighted to explore the opportunities with you.

Andrew Aalders-Dunthorne, CEO

Trust Overview

Consortium Trust was established in 2016 to support and protect the future of community schools across Norfolk and Suffolk.

Our aim is to retain and secure the financial viability of our schools within our local communities through a planned and careful expansion programme. Where these schools are very small, we are looking at these as an opportunity to develop school 'hubs' on the small federation model, bringing together 100-150 pupils across two to three schools.

Subject leadership is developed across hubs of schools and subject leaders come together to share ideas and expertise. Geographical hubs will be developed in the Family of Schools model. Strategic direction, administration and school improvement sits in partnership with the individual school, the Teaching, Learning and Assessment Panel, as well as the Trust Directorate and Board Trustees.

Our key driver of partnership and collaboration involves individual schools retaining the highest level of local decision making, whilst ensuring robust monitoring and the availability of strong support from the Trust, with the view that 'we can all always do things better'. Consortium's Teaching, Learning and Assessment (TLA) Panel is a key influencer within our schools, enabling strategic leaders and Academy Heads to meet half termly to assess and review school improvement. This support starts with data analysis, curriculum planning and development, moderation and monitoring, CPD opportunities, and the collation of our collaborative working practices.

The Academy process has enabled Consortium to develop a structure which works for all and allows both the Trust and the individual schools to be sustainable. The Scheme of Delegation provides clear accountability and the ability to work closely through the TLA Panel, so that issues are highlighted at an early stage and dealt with in a supportive manner. This said, Consortium has the expertise and capacity to interject with robust intervention if required.

This Governance Charter will:

- ensure that the Directorates are clear about the delegation of decision making from the Trust Board.
- ensure that the role of the Directorates is fully understood throughout the Consortium Trust and the Schools.
- ensure that all tiers of Governance have a clear understanding of their roles, responsibilities and decision-making delegations.
- promote a culture of honesty and accountability.
- identify levels of responsibility and accountability.

Principles of Governance

- This **Governance Charter** sets out the fundamental principles of the organisation and details the rules of governance. These are determined within:

    - The Articles of Association
    - The Scheme of Delegation
    - The Funding Agreement
    - Terms of Reference
    - Associated guidance documents, policies and job descriptions

- The principles are based on the key driver of partnership and collaboration, which ensures that the greatest level of responsibility and decision-making is passed to the individual School as is appropriate for their individual circumstances.
- The Consortium Trust commits to reviewing and developing the governance structures, to take into account the dynamic environment of education and best practice.
- Financial governance must be compliant with the regulations laid out in the Academies Trust Handbook; this changes annually and effective Governance is supported by the structure of:
    - Trust Members.
    - Trust Board.
    - Trust Sub-Committees.
    - Locality Committees
    - Trust Directorates.

The Trust Board retains overall responsibility and ultimate decision-making authority for all the work of the Trust, regardless of delegation outlined within this document, in line with the direct responsibility to the Department for Education and the Secretary of State for Education.

Working Principles:

Community Schools for the Community

- All schools will continue to engage and promote links with their local and regional community.
- Schools will retain the school and federation identity where applicable.
- The Trust will strive for excellent provision, learning and teaching.
- All Trust Schools will be inclusive and responsive to their community needs through enshrining equality.

Teaching, Learning and Assessment

- The CEO will chair the Teaching, Learning and Assessment Panel.
- All Schools will be represented on the Teaching, Learning and Assessment Panel.
- The Teaching, Learning and Assessment Panel will lead curriculum developments and monitor impact of initiatives.
- Consortium Trust will lead on the creation of a central support team (with development over time to meet needs).
- Schools within the Trust will shape the curriculum offer to local needs.
- Models of best practice will be freely shared throughout the Trust and beyond.
- Schools will share models of reporting, recording and evaluating of attainment, progress and wellbeing amongst other aspects and elements for both pupils and staff.

- The Primary Director and/or CEO may support the writing of the School Evaluation Framework and School Development Plan with Academy Heads and will ensure that Trust and school priorities are reflected in development plans.

Governance

- Locality Committees are in place, with their responsibilities clearly outlined in the Scheme of Delegation and Terms of Reference.
- Locality Committees are focused on teaching and learning, outcomes for pupils, resource allocation and safeguarding.
- Functions not related to teaching and learning, or pupil outcomes will be held within Consortium Trust, to ensure best value and economies of scale via the Central Team.

Finance and Administration

- Consortium Trust's core functions are adequately resourced.
- Budget allocation is delegated in line with the Scheme of Delegation to the appropriate level. The Record of Financial Responsibility and Finance Policies detail the allocation process.
- Consortium Trust's Central Team and Offices will provide core services to schools to streamline financial practices and manage the pooling of funding streams.
- The Trust and schools will always seek to secure best value in services, supplies and procurement.
- The Trust commits to seek an increase in the amount of 'real' money invested in Teaching and Learning at each site.

Staff, Pay, Conditions and CPD

- Consortium Trust will review and maintain policies as a central function with delegated ability for local amendment with the approval of the Board of Trustees.
- The Trust commits to protect staff pay and conditions in line with local government and national pay scales.
- All school staff will TUPE to the Trust with their current terms and conditions with any relevant measures discussed with Unions and staff during the TUPE process.
- The Trust has created a Well-Being Champions programme to enable representatives of each school to meet termly with the CEO.
- The Trust offers staff a number of real value staff enhancements and benefits which are constantly reviewed and developed to support our employees.

Powers of Intervention

This document outlines the determination of the delegation of governance tasks and functions.

- The CEO, as Accounting Officer, has ultimate responsibility to the DfE for standards across the Trust.
- In order to achieve this the CEO has power of intervention including, but not limited to:
    - Safeguarding concerns.
    - Local leadership, management.
    - Governance capacity and capability.
    - Financial and administrative performance.
    - Attainment and progress concerns.
    - Curriculum suitability and provision concerns.
    - An adverse OFSTED inspection or expectation of such an outcome.

Power of intervention relating to governance capacity and capability requiring deployment of a Team Around the School and/or an Intervention Board would require prior approval of the Trust Board.

The Consortium Trust Vision and Values

The Consortium Trust was established to support and protect community schools within a strong, feasible and long term viable multi academy trust solution. Our moto is ***'where together excellence and pupils thrive',*** embracing our ethos, vision and values.

The key to achieving this is collaboration, partnership and mutual respect within the Trust, within the schools, and within our communities. Consortium Trust delegates tasks and functions to schools and Locality Committees, enabling them to retain their independence and identity whilst being supported in achieving or maintaining excellent standards of education, the broadest possible educational opportunities for our staff and pupils and a strong presence within and for our local communities.

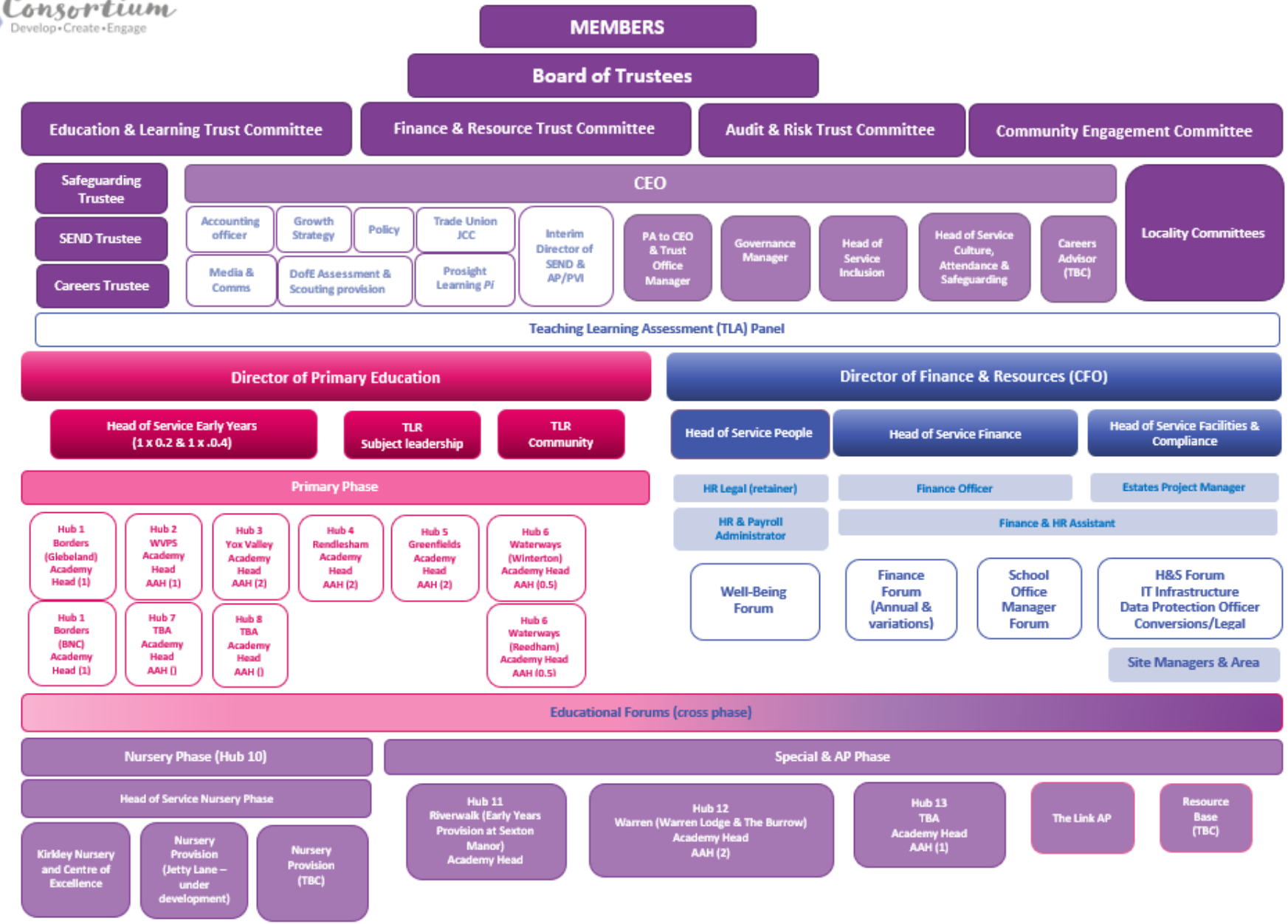
We will work with the wider educational community and will ensure that our pupils are as prepared as they can be to continue their education into their next phase and beyond. This is achieved through instilling a love of learning, modelled by our staff, who will seek and benefit from excellent continued professional development opportunities for themselves and colleagues.

Locality Committees are the champions of our values in our schools. We will work with Locality Committee representatives who will represent the parent and community voices of our schools. This grass root input is essential to achieve our vision of creating schools and a Trust ***where together excellence and pupils thrive.***

Accountability for Decisions

The Consortium Trust Board delegates authority to four key tiers in order to ensure and achieve effective leadership and governance of the Trust:

- The Directorate led by the CEO.
- The Teaching Learning and Assessment Panel
- The Academy Head
- The Locality Committees


MEMBERS
Board of Trustees
Education & Learning Trust Committee
Finance & Resource Trust Committee
Audit & Risk Trust Committee
Community Engagement Committee
Safeguarding Trustee
SEND Trustee
Careers Trustee
CEO
Accounting officer
Growth Strategy
Policy
Trade Union JCC
Media & Comms
DofE Assessment & Scouting provision
Prosight Learning Pi
Interim Director of SEND & AP/PVI
PA to CEO & Trust Office Manager
Governance Manager
Head of Service Inclusion
Head of Service Culture, Attendance & Safeguarding
Careers Advisor (TBC)
Locality Committees
Teaching Learning Assessment (TLA) Panel
Director of Primary Education
Director of Finance & Resources (CFO)
Head of Service Early Years (1 x 0.2 & 1 x .0.4)
TLR Subject leadership
TLR Community
Head of Service People
Head of Service Finance
Head of Service Facilities & Compliance
Primary Phase
HR Legal (retainer)
Finance Officer
Estates Project Manager
HR & Payroll Administrator
Finance & HR Assistant
Hub 1 Borders (Glebeland) Academy Head (1)
Hub 2 WVPS Academy Head AAH (1)
Hub 3 Yox Valley Academy Head AAH (2)
Hub 4 Rendlesham Academy Head AAH (2)
Hub 5 Greenfields Academy Head AAH (2)
Hub 6 Waterways (Winterton) Academy Head AAH (0.5)
Hub 1 Borders (BNC) Academy Head (1)
Hub 7 TBA Academy Head AAH ()
Hub 8 TBA Academy Head AAH ()
Hub 6 Waterways (Reedham) Academy Head AAH (0.5)
Well-Being Forum
Finance Forum (Annual & variations)
School Office Manager Forum
H&S Forum
IT Infrastructure
Data Protection Officer
Conversions/Legal
Site Managers & Area
Educational Forums (cross phase)
Nursery Phase (Hub 10)
Special & AP Phase
Head of Service Nursery Phase
Kirkley Nursery and Centre of Excellence
Nursery Provision (Jetty Lane – under development)
Nursery Provision (TBC)
Hub 11 Riverwalk (Early Years Provision at Sexton Manor) Academy Head
Hub 12 Warren (Warren Lodge & The Burrow) Academy Head AAH (2)
Hub 13 TBA Academy Head AAH (1)
The Link AP
Resource Base (TBC)

The purpose of this delegation is to:

- Avoid duplication of governance and reporting responsibilities
- Enable governance to be as close as possible to the point of impact.

The Terms of Reference and Scheme of Delegation provide clarity of where the decision making takes place. The clarity surrounding this provides an environment suitable for effective leadership and management, as well as effective governance.

Intervention
The Trust Board remains ultimately responsible for the Consortium Trust and the conduct of all member schools. There may be circumstances when the Trust Board may need to intervene, and may withdraw all, or a particular element of delegated authority from a Locality Committee. Intervention may take place relating to:

- Safeguarding concerns
- Local leadership, management, governance capacity and capability
- Financial and Administrative performance
- Attainment and progress concerns
- Curriculum suitability and provision concerns
- An adverse OFSTED inspection

A 'Team Around the School' (TAS) is an intervention that supports a school to address specific issues; the team provides expertise, capacity and practical support for a specific period of time. A Locality Committee Intervention Board may be established in exceptional circumstances; this intervention is specifically relating to the Locality Committee function of a school (or schools) for a time limited period whilst establishing a competent and capable Locality Committee.

Key Elements of Governance

Members
Members of the Trust are the signatories to the Memorandum of Association and have agreed the Trust's Articles of Association (the document which outlines the governance structure and how the Trust will operate). The Articles of Association describe how Members are recruited and replaced and how many of the Trustees the Members can appoint to the Trust Board.

The Members appoint Trustees to ensure that the Trust's Charitable Objectives are carried out and so must be able to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments to the Trust's Articles of Association.

Members are permitted to be appointed as Trustees. In order to retain a degree of separation of powers between Members and the Trust Board, and in line with DfE expectations, not all Members are Trustees. Members are not permitted to be employees of Consortium Trust.

Trustees
The Trustees are the Charity Trustees (within the terms of Section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust, in accordance with the provisions set out in the Memorandum and Articles of Association. The Board of Trustees is the accountable body for the performance of all the Schools within Consortium Trust and as such has a responsibility to:

- Ensure clarity of vision, ethos and strategic direction.
- Hold the CEO to account for the educational performance of the schools and their pupils, and the performance management of staff.
- Oversee the financial performance of the Trust and make sure its money is well spent.

The Consortium Trust Board will achieve this through:

- Setting the vision, ethos and strategy for the Consortium Trust and work with the schools to reflect this at a local level.
- Establish the governance structures for the Consortium Trust at all levels, in keeping with the Articles of Association.
- Provide clarity, through the Terms of Reference and Scheme of Delegation, of where the governance tasks and functions are exercised.
- Setting the level of accountability and authority of each level of governance through the Scheme of Delegation.
- Engaging with schools' communities, parents, pupils and staff.
- Contributing to developing collaborative relationships and partnerships beyond the Consortium Trust.
- Ensuring that there is a strong and effective Directorate and Central structure and personnel in place across the Consortium Trust.
- Overview and scrutiny of schools' education performance.

- Overview and scrutiny of the Trust's financial capability and management systems to ensure compliance with the Academy Trust Handbook and delivery of best value for money.
- Ensuring senior leaders within schools are challenged to improve the education of their pupils.
- Developing the Consortium Trust's Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Consortium Trust Board will set Trust-wide policy and principles.

- The Consortium Trustees will carry out regular skills and competency audits of the Board. Where appropriate, expertise will be sourced to support the challenge and scrutiny of specialist areas.
- The Consortium Trust is permitted to exercise all the powers of the Trust. The Consortium Trustees will delegate to the CEO, the responsibility for the day-to-day operations of the Trust. The Trustees have the right to review and adapt the governance structure of the Consortium Trust at any time which may include removing delegation as deemed appropriate.

Trust Board Sub-Committees
The Consortium Trust has constituted four Sub-Committees
1) Education & Learning
2) Finance and Resources
3) Community Engagement team
4) Audit & Risk Committee

The Trust Board Sub-Committees, through their Terms of Reference, provide the overview and high-level scrutiny of their remit. The principle of 'no duplication of governance' demands clear differentiation in the nature of the scrutiny and challenge provided by the Trust Board Sub-Committee and the Locality Committee.

The Finance and Resource Committee will pay particular attention to the Academy Trust Handbook in carrying out its duties.

Trust Directorates
The current Directorates of the Trust include: -
- Director of Finance & Resources
- Director of Primary Education

Operating under the direction and leadership of the CEO, the Directors work directly with the staff in each school, the Teaching, Learning and Assessment Panel and the Locality Committee, to ensure that the required outcomes are achieved in accordance with the direction and vision of the Consortium Trust Board. The Directors are responsible for delegating appropriately to the Central Team.

CEO
The CEO of the Consortium Trust has delegated responsibility for the operation of the Trust and of all Trust schools and therefore has a role in the performance management of the Directorates and the Academy Heads. Where there is delegation of tasks and functions to

the Locality Committee, this will usually be the responsibility of the Chair of the Locality Committee to deploy.

The CEO is the Accounting Officer, so has overall responsibility for the operation of the Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability.

The CEO is accountable to the Trust Board for the performance of the Directorates and the schools in terms of finance and educational standards.

The Academy Head
The Academy Head is responsible for the day-to-day management of the school. The Academy Head is managed by the Director of Primary Education. Where there is delegation, the Academy Head will report to the Locality Committee on delegated responsibilities.

Locality Committees
Consortium Trust considers the role of the Locality Committee to be an important one. The responsibilities of the Locality Committee are detailed in the Scheme of Delegation but in broad terms include:

- Monitoring the vision and ethos of the school and the Trust as it relates to the school; with Locality Committees having particular regard to the aims and ambitions for their pupils.
- To monitor progress of the School Development Plan and School Evaluation Framework. The Locality Committee is focused on school performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Academy Head, the Senior Leadership of the school, the Locality Committee, the Directorate Team, the CEO and the Consortium Trust Board.
- To constructively support and challenge the School Leaders to hold them to account for the performance of the school.
- Engage with local communities and stakeholders.

The Trust Board may appoint committees, known as Locality Committees, under the terms of the Articles of Association. As such, the Trust has clear Terms of Reference and delegations of tasks and functions as detailed in the Scheme of Delegation. Delegation can be removed from the Locality Committee by the Consortium Trust Board if intervention is deemed necessary.

Composition of Governance Structures

Members

- The Consortium Trust must have a minimum of three Members, required by the Articles of Association. An employee of the Trust cannot be a member. The Chair of Trustees can be agreed as an ex officio member of the Members Board by the Members but cannot be elected as Chair of Members.
- Trustees have the right to attend meetings of the Members' Board and speak at the meeting.

Appointment and removal of Members

- The Members may agree by passing a special resolution to appoint additional Members as they think fit.
- The Members may agree by passing a special resolution to remove any Member. The Member whose proposed removal is the subject of the resolution is not entitled to vote on that resolution. Any Member may resign provided that after such a resignation the number of Members is not less than three (3).

Meetings of Members

- The Trust must hold an AGM each Trust financial year and no more than 15 months must elapse between AGMs.
- The quorum of a general meeting is two (2) Members. A Trustee may attend and speak at a general meeting or AGM. A Chair of a general meeting is elected by ordinary resolution of the Members present.

Trustees

- The Members may appoint by ordinary resolution up to 12 Trustees. The number of Trustees shall be not less than three. The Academy Trust may also have Co-Opted Trustees appointed by the Trust Board.
- The term of office for a Trustee is four (4) years.
- No employees of the Trust are permitted to be a Trustee or Member of the Board.
- No related party transactions are permitted relating to the Trust governance representatives.

Appointment and Removal of Trustees

- The Members may appoint up to 12 Trustees by ordinary resolution.
- A person can be appointed as a co-opted Trustee by Trustees who have not themselves been co-opted.
- A Trustee can resign by giving notice to the Trust Governance Professional, so long as the number of Trustees remains at least three (3).
- A Trustee can be removed by the person or persons who appointed or elected him or her.
- A Trustee can be removed by ordinary resolution of the Members.

Proceedings of the Trustees
Each school year the Trustees will appoint a Chair and Vice Chair, (neither of whom can be an employee of the Trust). The Chair and Vice Chair may resign by giving written notice to the Governance Professional.

The Trust must have at least two (2) parent Trustees unless the Trust has established Locality Committees that provide for at least two (2) Parent Locality Committee representatives. The Consortium Trust has made such provision.

The Trustees may appoint Locality Committees and any other Committees. These other committees may include members who are not Trustees, provided that Trustees form a majority of the membership, and no vote is taken unless a majority of those present are Trustees. The membership and terms of reference of the committees will be determined by the Trustees and reviewed each year.

The Trustees may delegate any of their powers or functions to any committee, Locality Committee, Trustee, CEO or other holder of Directorship. Any such delegation will be in writing and subject to any conditions the Trustees may impose and may be revoked or altered.

The Trustees shall hold at least six (6) meetings in every Academic year. Any three (3) Trustees may requisition a meeting of Trustees by giving written notice to the Governance Professional. Quorum at a meeting shall be three (3) or, if greater, one-third of the total number of Trustees.

Local Authority Associated Persons
Local Authority Associated Persons shall never be able to exercise more than 19.9% of the votes at a meeting of Members. A Local Authority Associated Person cannot be appointed as a Trustee if that would mean that 20% or more of the total number of Trustees were Local Authority Associated Persons.

The Local Authority Associated Person's stipulation applies to all tiers of Governance including Locality Committees. Individuals holding a Local Authority Associated Persons role will be identified as such on pecuniary interest declarations.

Related Party, Business & Personal Restrictions
The Trustees have determined that there will be no related party transactions approved and therefore there is clarity that no Trustee, Member or Locality Committee representative (except those in ex officio roles) will benefit financially from their association with the Trust. The Trust has no controlling entity or reporting entity, nor any related party transactions or arrangements. Any related party or business transactions relating to staff are disclosed on a Personal, Business & Pecuniary Interest Declaration annually and at the beginning of a meeting where Agenda items may relate to a third-party transaction.

In line with the Trust's Scheme of Delegation, any personal, business or pecuniary interest in connection with the engagement of any services of a contractor should be declared before any tender process commences. Contractors are engaged only following a full tender process, ensuring that free and fair competition is upheld.

The Trustees have determined that Trustees, Members and Locality Committee representatives are appointed through the stated nomination process to determine that there is clear accountability, transparency and independence at all tiers of governance, including relationships to Staff.

Locality Committee
Locality Committees of our Schools consist of: -
Two (2) x parent representatives (nominated via election) *
Up to four (4) x community representatives
**Where Schools are grouped within a hub structure each school will have one elected parent representative position.*

All nominations and applications for the Locality Committee are approved by the Trust Board.

Academy Heads do not have an ex-officio role, in order to achieve transparency of decision making and separation of duties.

Specific roles of the Locality Committee and participation in the Locality Committee Teams will be determined by the Locality Committee in order to effectively carry out their delegated responsibilities.

SECTION 2

Business Transparency Statement

The Trustees and Staff of Consortium are committed to an open and transparent business model of decision making and information disclosure. To achieve this, the Trust complies fully with the Academy Trust Handbook and is a not-for-profit organisation.

Funding

The Trust receives public monies from the Government and Department for Education (DfE) via a national and/or County determined formula for mainstream academies using pupil-led factors such as basic entitlement, deprivation, prior attainment, mobility and English as an Additional Language (EAL), combined with factors based on the institution, such as a lump sum for premises costs, split site funding or a sparsity factor for small rural academies. Funding for Special schools is received from the Local Authority based on a rate of £10,000 per commissioned place. Additional funding is provided based in the form of High Needs top-up funding from the Local Authority.

The DfE uses the local funding model to calculate allocations for academies and free schools. This revenue funding, apportioned from the Pupil Census, is ring fenced for the sole benefit and management of the schools within the Trust.

Additional government and DfE funding which is apportioned from the pupil census is ring fenced for the sole benefit and management of the school that the income has been derived from. This funding includes but is not restricted to:

- early years and nursery funding,
- special educational needs,
- high tariff needs,
- looked after children,
- service personnel children,
- pupil premium children
- Universal infant free school meals
- PE and Sports Funding

The Trust may seek additional funding from other education services, departments, and agencies as they become available. This income is used to support the Trust in maintaining, developing, and extending buildings, materials and resources (physical, technological, human and fixed), in order to support and expand the Trust's primary objectives as laid out in the Articles of Association.

Decision Making

The Trust's governance, leadership structure, policies, decision making, operations and actions are observable by employees, stakeholders and the general public. Non confidential minutes can be requested from the Governance Manager.

Not For Profit

The Trust does not exist for making any profit from its existence, or for the gain of individuals employed by or associated with the Trust i.e. our staff, Trustees, Members or Locality Committees.

All senior employees and those in Governance positions complete and file comprehensive pecuniary and other interest declarations and declarations are made at the beginning of all meetings in respect to any pertinent interest relating to items on the agenda. The Conflict-of-Interest Policy determines how this recorded and dealt within the Trust.

The Trustees are clear in that NO TRUSTEE, MEMBER or LOCALITY COMMITTEE REPRESENTATIVE WILL BENEFIT FINANCIALLY FROM THEIR ASSOCIATION WITH THE TRUST.

The Trustees believe that by having a clearly articulated and implemented policy of **no related party transactions** enables them to be secure in ensuring that there is no influence in decision making; either perceived or actual. The Governance Allowances/Expenses policy determines how legitimate claims for expenses resulting from Trust business can be reimbursed.

Holders of Public Purse: Principles of Public Purse

The Trust holds its responsibility of public purse to the highest moral standards and in accordance with the 7 (Nolan) Principles of Public Life: -

- **Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – Holders of public office should promote and support these principles by leadership and example.

Acquisition of External Funding

The Trust may seek additional funding from the acquisition of grants and donations from external private and public organisations, companies and state franchised national lottery grants. Any secured funding will be reported appropriately and used only for the purposes of the grant application criteria. All additional external funding will be sought and used in line with the Trust's Articles of Association, Funding Agreement and Academy Trust Handbook and will not be for the profit of any individual, staff member or person associated in a governance role.

Generation of Internal Income

The Trust, as part of its service level agreement with schools, the school-to-school support and educational delivery opportunities and non-teaching support provision, offers a number of services to Trust schools which operate on a 'not for profit' basis.

The Trust offers these services to schools who are not currently within the Trust. These may show differential pricing levels to accommodate for additional administration costs involved in servicing non-Trust schools.

Fixed Assets

The Trust Central Office and schools are on lease arrangements and are not directly owned by the Trust. The Trust has no right of disposal or sale of any leased assets including buildings or land.

Staff

Staff are appointed to the Trust and our schools after a careful review based on establishment need and following a robust recruitment process. The salaries of the Trust's CEO Executive Leadership Team, Academy Heads, Senior Teachers, Teachers and Support staff are tightly benchmarked against national and regional pay scales and take into consideration the School Teachers Review Board and Unions.

Use of Contractors

In line with the Trust's Scheme of Delegation, any pecuniary interest in connection with the engagement of any services of a contractor should be declared before any tender process commences. Contractors are engaged only following a full tender process, ensuring that free and fair competition is upheld.

Related Party, Business and Personal Restrictions

The Trustees have determined that there will be no related party transactions approved and therefore there is clarity that no Trustee, Member or Locality Committee representative, (except those in ex officio roles or elected through their staff position), will benefit financially from their association with the Trust.

The Trust has no controlling entity or reporting entity, nor any related party transactions or arrangements. Any related party or business transactions relating to staff or governance are disclosed on an annual declaration and updated at the beginning of a meeting where Agenda items may relate to a third-party transaction.

In line with the Trust's Scheme of Delegation, any personal, business or pecuniary interest in connection with the engagement of any services of a contractor should be declared before any tender process commences. Contractors are engaged only following a full tender process, ensuring that free and fair competition is upheld.

The Trustees have determined that Trustees, Members and Locality Committee representatives are appointed through the stated nomination processes to determine that there is clear accountability, transparency and independence at all tiers of governance, including relationships to Staff.

School Community Income

Most academy schools will have their own fund-raising community through a Parent Teacher/Friends Association or similar voluntary group. These organisations are independent of the school with a constitution to raise funds for the purpose and benefit of the school and its pupils. These funds are not held within school funds or bank balances, and it is the responsibility of the PTA to adhere to Charity Commission regulation and any other regulation in force in its own right.

Financial Transparency

The Trust's accounts are compliant with the Academy Trust Handbook and are independently audited by Chartered Accountants who are appointed by the Trust Board. Accounts are filed and published in line with current regulation and copies are available on the Trust website.

SECTION 3 – SCHEME OF DELEGATION

Governance

Members:
To appoint and remove Members. To appoint and remove Trustees. To provide oversight of Trust Board governance To amend the Articles of Association to support stronger governance arrangements To recommend amendments to the Funding Agreement to the DfE To maintain a Register of Members including Business and Other Interests

Trustees:	CEO/Directorate:	Academy Head:	Locality Committee
To review and amend: • The Governance Charter and Scheme of Delegation. • The Terms of Reference for the Trust Board. • The Terms of Reference of Sub-Committees. • The Constitution and Terms of Reference for Locality committees (LCs) • The Terms of Reference for delegation to the Directorates. To determine the Board's Reserved Matters	To attend meetings of the Trustees and to provide a CEO report. To secure professional advice on behalf of the Trustees as may be requested. To support the Trustees and the schools in the preparation of Trust-wide and school specific policy requirements. To succession plan for the Consortium Trust Directors and Academy Heads. Establish and maintain a register of all business and pecuniary interests and	To implement the vision and ethos of the School and the Consortium Trust at local level. To attend annual meetings of the Locality Committee and support the governance of the school. To tailor Trust-wide policies to School policy as recommended by the Directorate. Establish and maintain a register of all business and pecuniary interests including governance roles in other educational	To monitor the vision and ethos of the school to align with the vision and ethos of the Consortium Trust. To establish and maintain relationships with members of the local community acting as ambassadors for the school and Trust. To participate in Trust reviews as appropriate. To monitor pupil and parent feedback from surveys.

Trustees:	CEO/Directorate:	Academy Head:	Locality Committee
To uphold and ensure compliance with the Trust's objectives specified in the Articles of Association To determine the vision and ethos of the Consortium Trust. To ensure that the Trust has a long-term strategic plan and that this is implemented in accordance with the ethos and vision of the Trust. To review and amend the policies and principal documents of the Consortium Trust. To appoint LC members and approve nominated roles. To appoint a Trustee to Chair the Community Engagement Committee To provide overview, scrutiny and challenge of education and financial performance. To produce and submit an annual report to Members on the performance of the Trust and publish as required.	publish this in accordance with regulation. To appoint the Governance Professional or Company Secretary Ensure that GIAS (or equivalent) is maintained accurately via the Company Secretary. To ensure LCs have access to administration functions.	institutions and publish this in accordance with regulation.	To participate in statutory panels (relating to staffing, pupils and complaints) at the relevant stage as specified in Consortium Trust Policies when invited by Trustees, subject to experience and training. To carry out a skills audit and annual self-review of LC performance. To participate in termly meetings of the Community Engagement Committee.

Trustees:	CEO/Directorate:	Academy Head:	Locality Committee
To ensure that there is effective communication between the Trustees and LCs. To ensure that the Consortium Trust is compliant with requirements as laid out by the DfE. To carry out a skills audit and review Trustee performance setting out priorities for governance improvements in the next academic year. To succession plan for the Consortium Trust Board and Directorates. Establish and maintain a register of all interests (pecuniary business and loyalty) of Members and Trustees and publish this in accordance with regulation.			

Finance

Members:
To appoint external auditors To receive the annual audited accounts

Trustees	CEO/Directorate	Academy Head	Locality Committee
To appoint internal auditors. To approve annual accounts and report to the Members AGM. To approve the financial Scheme of Delegation (Finance policy, Record of Financial Responsibility and Internal Controls) and review on an annual basis for the Trust and for School delegations. To appoint a Finance and Resource Committee. To approve the annual budget for the Trust. To approve any significant changes to the approved budget. To monitor income, expenditure, cash flow and balance sheets of the Trust.	To hold the annual budget conversation with the schools to set budget and forecast longer term expenditure. To ensure proper financial controls are in place at Trust schools, in line with the financial Scheme of Delegation determined by the Trust. To prepare the annual budget for the Trust. To prepare annual statutory accounts for Trustee approval. To scrutinise the budgets for Schools and report regularly to the Consortium Finance & Resource Committee.	To participate in the annual budget conversation to set the school budget. Provide such information and assistance as is required by the Directorates in the preparation of statutory accounts and audit procedures. To monitor the income an expenditure and cash flow of the school. To receive and monitor the income and expenditure and cash flow of the school against the agreed budget. Provide such information and assistance as is required by the Directorates in the preparation of statutory accounts and audit procedures.	

Trustees	CEO/Directorate	Academy Head	Locality Committee
To approve the consolidated budget forecast for the Trust Schools. To establish a Charging and Remissions policy and to keep this under review. To appoint an Accounting Officer. To ensure proper financial controls are in place, including a Pecuniary Interest Declaration. To establish, approve and monitor a Trustee Expenses policy. To approve an Investment Strategy and Policy.	To support the schools in implementing sound financial practices and the financial Scheme of Delegation as determined by the Trust. Prepare the consolidated budget forecast for the Trust schools. To monitor the income and expenditure, cash flow and balance sheet of the Trust. To prepare monitoring reports for the Trustees, Heads of Service and Schools as required. To ensure any variances from the budget are reported to the Consortium Trust Finance & Resource Committee. CEO to act as the Accounting Officer. To prepare and submit monthly management accounts to the Chair of the Trust Board and Chair of the Finance and Resources Committee for scrutiny and circulate to all Trustees for information. To appoint a CFO.	To ensure that the policies, procedures and practices in place at the time are implemented. To ensure provision of Free School Meals to those pupils meeting the criteria. To implement the Staff Expenses policy and approve claims at the school.	

Trustees	CEO/Directorate	Academy Head	Locality Committee
	To ensure proper financial controls are in place. To set up and approve staff expenses for the Directorates. To implement the Trustee Expenses policy. To open bank accounts. To ensure adequate risk and financial and asset management systems are in place across the Trust and report to the Trust Board. Review any significant variances on delegated budgets reported by the school LC and seek approval from the Trust Board.		

Curriculum and Standards

Members:
To receive at least annually a report from the Trustees and the CEO/Principal on standards (progress and attainment) across the Trust

Trustees	CEO/Directorate	Academy Head	Locality Committee
To determine Trust-wide policy to ensure provision of a balanced and broad curriculum and to include a prohibition on political indoctrination, to allow a balanced treatment of political issues. and a written policy on relationship and sex education. To appoint an Education & Learning Committee. To determine the Trust policy on religious education and collective acts of worship. To receive a termly report from the Directorate regarding Standards (progress and attainment). To determine the Trust, SEND principles and the SEND National Code of Practice and Disability Discrimination Act Policy.	To provide oversight of the implementation of the Trust curriculum principles. To provide termly reports to the Trustees regarding standards. Receive and approve School Evaluation Frameworks (SEF) and School Development Plans (SDP). To provide oversight of the target setting for pupil achievement and progress by the Academy Head and monitor against targets. To monitor the key performance indicator figures reported from the Academy Head relating to standards. To provide oversight of the implementation of the National	To ensure a bespoke curriculum is delivered at each school, which is broad, rich and sequential, including compliance with any funding agreement requirements. To make provision for the religious education and collective acts of worship as determined in the Trust policy. To set targets for pupil achievement and progress and monitor against targets. To report key performance indicator figures Termly to the Directorate relating to standards. Prepare a draft School Development Plan and School Evaluation Framework for submission to the Directorate, to ensure that the plan is costed, and expenditure is built into the budget forecast.	To monitor the key performance indicators relating to pupil standards. To monitor progress of the School Development Plan and School Evaluation Framework. To monitor completion of actions arising from school audits relating to curriculum and standards.

Trustees	CEO/Directorate	Academy Head	Locality Committee
	SEND Code of Practice and the Consortium Trust SEND principles. To ensure compliance with the Disability Discrimination Act requirements within the Schools and the Directorates.	The Academy Head is responsible for setting the opening and closing times for the school, with the agreement of the CEO and ensuring compliance with regulations. School closures will be in line with Bad Weather policies and implemented with the approval of the CEO.. To designate a teacher to be responsible for co-ordinating SEND provision within the school. To liaise with the Local Authority and other agencies in respect of students who have (or might have) SEND, using the Consortium Trust resources and contacts to establish support. To make provision for SEND pupils with or without a statement or Educational Health Care Plan. To ensure compliance with the Disability Discrimination Act requirements within the school.	

Safeguarding

Trustees	CEO/Directorate	Academy Head	Locality Committee
Adopt the Trust's Safeguarding and Child Protection policy. Ensure Recruitment policies and Volunteer agreements address safeguarding and Safer Recruitment requirements. Trustees and Members commit to understanding their responsibility to safeguarding as integral to their roles. Adopt the Trust Policy on Educational Visits and off-site learning opportunities.	To make arrangements for safeguarding audits to be conducted by independent personnel. To report to Trustees the procedures in place for safeguarding and on matters as they arise. Ensure the Educational Visits Policy is compliant with insurance and regulatory advice. To approve educational visits in conjunction with the Academy Heads, ensuring compliance with the Educational Visits Policy and appropriate risk assessments. Ensure that all central staff are safeguarding, PREVENT trained and that all establishments and Schools are compliant. Ensure that recruitment policies and volunteer agreements are in place and compliant with safeguarding and safer recruitment requirements.	To appoint a designated teacher to support Looked After Children (LAC) and to ensure the role is compliant with statutory guidance. To appoint a Designated Safeguarding Lead and Alternate Lead to ensure compliance with statutory guidance. To implement the Trust's Safeguarding and Child Protection Policy for the school. To maintain the Single Central Record. To approve educational visits in conjunction with the CEO, ensuring compliance with the Educational Visits Policy and appropriate risk assessments. Ensure that all School staff are safeguarding, PREVENT trained and compliant.	To monitor completion of actions arising from school audits relating to safeguarding.

Trustees	CEO/Directorate	Academy Head	Locality Committee
	To maintain the Single Central Record for the Centrally employed staff team and contractors	Implement Recruitment Policies and Volunteer Agreements, ensuring compliance with safeguarding and safer recruitment requirements.	

Behaviour

Trustees	CEO/Directorate	Academy Head	Locality Committee
To adopt the Trust Behaviour principles.	To prepare the Trust Behaviour principles for adoption by the Trustees. To review the overall pattern of exclusions and incidents reportable to Trustees.	To prepare a Behaviour Policy for the School consistent with the Trust Behaviour principles. To exclude a pupil on a fixed term or permanent basis in line with regulation.	

Admissions

Trustees	CEO/Directorate	Academy Head	Locality Committee
To adopt the Trust's Admissions Policy.	To propose the Trust's Admissions Policy and make necessary arrangements for implementation. Undertake consultation, publish admissions and determine arrangements as required in accordance with Schools Admissions and Appeals Codes. To provide oversight and support of the implementation of the admissions arrangements across the Trust. Make arrangements for determining Admissions and hearing Admissions Appeals.	Provide direction to the LC as to requirements under the Admissions policy and Appeals Codes. Ensure compliance with the Trust's Admissions Policy. To make arrangements for determining admissions and hearing Admissions Appeals if required. Ensure participation in the In-Year Fair Access protocol, or other LA arrangements relating to admissions.	

Other Pupil Related Matters

Trustees	CEO/Directorate	Academy Head	Locality Committee
Receive a termly report from the Primary Director regarding attendance, pupil premium impact, and incidents of discrimination. Adopt the Trust Complaints Policy and receive reports from the CEO regarding the level of complaints across the Trust. Approve School term dates and holidays (CPD days) as recommended by the CEO. Consult with the CEO re: Time of school sessions. Adopt the Trust Policy on Attendance (authorised absence).	Monitor the levels of attendance in the schools, including unauthorised absence and report termly to the Trustees. Monitor the impact of pupil premium across schools and report termly to the Trustees. Review the level of complaints across schools and report termly to Trustees. Review the level of racial, homophobic or other discriminatory incidents across Schools and report termly to Trustees. Set time of School sessions and dates of school terms and holidays for approval by Trustees with consultation with the Schools and LCs and ensuring compliance with regulations.	Maintain a register of pupil attendance. Report on attendance and absence as part of key performance indicators. Review and maintain a School, Home-School Agreement if adopted by the school. Ensure that the school meets for 380 sessions per academic year. Ensure effective deployment of the pupil premium and monitor and report on impact. Implement a School Complaints Policy compliant with the Trust policy and hear complaints at the relevant stage. Support the Trust in the provision of Extended School activities relevant and appropriate to the school.	

Staffing

Trustees	CEO/Directorate	Academy Head	Locality Committee
To appoint a Finance and Resource Committee. To define overarching management structures and budgets across the Trust. Adopt the Trust wide staff policies and procedures. Appoint, suspend and dismiss the CEO acting through a committee. Conduct Performance Management review of the CEO acting through a committee. Appoint, suspend and dismiss members of the Directorate (excluding the CEO), acting through a committee and in consultation with the CEO. Academy Head appointments to be ratified by the Board of Trustees.	To carry out the process to appoint the Academy Head with the delegated authority of the Trust Board. To advise the Trustees on the Trust wide principles, policies and procedures and ensure effective implementation. Monitor and review staffing changes across Schools. CEO to conduct performance management of the Directorates and appropriate Staff (CEO excluded), with support from the Finance and Resource Committee. Appoint, suspend and dismiss members of the Directorates (excluding CEO), acting through a committee of Trustees. To appoint, suspend and dismiss the Academy Head in conjunction with LC. The appointment panel includes the CEO and a Trustee. Pay scales and job descriptions will be determined by this panel.	Suspend or dismiss teaching and non-teaching staff. Conduct or delegate performance management duties as appropriate. To determine staffing requirements and structures within the school and budgets accordingly, in conjunction with the CEO/Directorates. Implement the Trust wide principles, policies and procedures in the school. Approve applications for early retirement and leave of absence in conjunction with the CEO/Directorates. Implement pay review recommendations resulting from performance management in line with the Trust's Pay Policy	

Trustees	CEO/Directorate	Academy Head	Locality Committee
	To participate in the performance management of Academy Head in conjunction with the LC. Pay review recommendations resulting from performance management will be referred to the Directorates by the LC and Academy Head, if there is significant impact on Academy School budget allocation. Trustee approval may be sought in respect of AH head and other Staff pay.		

Information Management and Communication

Trustees	CEO/Directorate	Academy Head	Locality Committee
Adopt Data Protection Policies and procedures to comply with GDPR legislation. Adopt a Freedom of Information policy to comply with legislation. Publish these policies on the website.	Ensure compliance with all GDPR legislation and good practice across the Trust. Ensure the publication of School information, ensuring that all electronic communication, including web pages are compliant and up to date. Support Schools on the effective safe storage of data. Maintain accurate and secure staff records for the Directorate Team. Ensure safe disposal of equipment including mobile phones and laptops. Ensure timely, accurate and relevant information is cascaded across the Trust. Ensure that the Trust's and School's identity, vision and values are promoted through an appropriate marketing and media strategy.	Ensure systems are in place consistent with the Trust policies and procedures. Ensure the publication of School information, ensuring that all electronic communication, including web pages are compliant and up to date. Ensure that GIAS or equivalent is maintained accurately. Establish and maintain a register of Pecuniary Interests for Staff is maintained. Ensure the effective implementation of the GDPR policies and procedures in the school. Maintain accurate and secure pupil records. Maintain accurate and secure staff records for the school.	

Trustees	CEO/Directorate	Academy Head	Locality Committee
		Ensure safe disposal of equipment including mobile phones and laptops. Ensure that the Trust's and School's identity, vision and values are promoted through an appropriate marketing and media strategy.	

Health and Safety, Risk and Premises

Trustees	CEO/Directorate	Academy Head	Locality Committee
To appoint an Audit and Risk Committee. To review risk management and maintain a risk register. To approve insurance arrangements. To review and maintain a buildings strategy and asset management planning arrangements. To adopt the Trust's Health and Safety Policy. To adopt the Trust's Lettings Policy.	To prepare the Risk Register for the Trust. Monitor arrangements for the effective supervision of building maintenance and minor works. Monitor the implementation of the Consortium Trust Health and Safety Policy across Schools. To procure buildings and related insurance and make proposals to the Trustees. Prepare a buildings strategy and asset management and maintenance planning arrangements. Propose the Trust Health and Safety Policy.	Prepare a Health and Safety Policy for the Schools, consistent with the Trust policy. Maintain and monitor the Critical Incident / Emergency Evaluations book and agree appropriate actions. Ensure suitable risk assessments are prepared, and appropriate actions taken. Review security of premises and equipment and work with the Directorates to ensure appropriate insurance cover is obtained. Implement the Trust Lettings Policy. Liaise with the Directorates on the Accessibility plan for the school. Participate in routine discussions/reporting of local intelligence regarding potential reputational risks to the School/Trust.	

Trustees	CEO/Directorate	Academy Head	Locality Committee
	Monitor and support the implementation of the Trust Health and Safety Policy.		

SECTION 4

GENERAL GUIDANCE AND TERMS OF REFERENCE

Members – General Guidance:

The Members of the Trust have a different role to that of the Trustees. They are the signatories to the Memorandum of Association and have agreed the Trust's first Articles of Association.

The Articles of Association outlines the governance structure and how the Trust will operate. The Articles of Association also describe how Members are recruited and replaced and how many of the Trustees the Members can appoint to the Trust Board.

The Members appoint Trustees to ensure that the Trust's Charitable Objectives are carried out and so must be able to remove Trustees if they fail to fulfil this responsibility. The Trust Board submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments made to the Trust's Articles of Association.

Members are permitted to be appointed as Trustees but, in order to maintain a degree of separation and transparency of decision making between Members and Trustees, and in line with DfE expectations, not all Members are Trustees.

Members are not permitted to be employees of the Trust.

The minimum number of Members required by the Articles of Association is 3 (three).

Appointment and removal of Members:

The Members may agree by passing a special resolution to appoint additional Members as they think fit.

This nomination forms the basis of the Member appointment process. It is usual that a nominee will be invited by the Chair to meet the Members, the Chair of Trustees (or a Trustee) and the CEO; and for an interview to take place to ensure that the ethos of the Trust is fully understood and will be upheld by the nominee.

The Members may agree by passing a special resolution to remove any Member.
The Member whose proposed removal is the subject of the resolution is not entitled to vote on that resolution. Any Member may resign provided that after such a resignation the number of Members is not less than three (3).

Meetings of Members

The Trust must hold an Annual General Meeting (AGM) each Trust financial year and no more than 15 months must elapse between AGMs.

The quorum of a general meeting is two (2) Members. A Trustee may attend and speak at a general meeting or AGM. A Chair of a general meeting is elected by ordinary resolution of the Members present.

The Consortium Trust has the following Charitable Objectives:
The Trust's objective is, broadly speaking, the advancement of education in the UK by the provision of schools or other educational institutions. Specifically the Articles state the objects as:
"to advance for the public benefit, education in the UK, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools, offering a broad and balanced curriculum or educational institutions which are principally concerned with providing full-time or part time education for children of compulsory school age who, by reason of illness, exclusion from School or otherwise, may not for any period receive suitable education unless alternative provision is made for them or 16-19 Academies offering a curriculum appropriate to the needs of its students or schools specially organised to make special educational provision for pupils with Special Educational Needs."

The Biographies of Members of the Consortium Trust are detailed on the Consortium website www.consortiumtrust.org

Memorandum of Association
The Memorandum of Association can be viewed on the Consortium website www.consortiumtrust.org

Articles of Association
The full Articles of Association are detailed on the Consortium website www.consortiumtrust.org

Funding Agreement
The full Funding Agreement is detailed on the following website.
Find and compare schools in England

Reserved Matters
The Articles give the following powers to the Members:
- Appoint additional Members by Special Resolution (Art. 15 A)
- Remove Members by Special Resolution (Art. 16)
- Appoint up to 12 Trustees by Ordinary Resolution (Art. 50)
- Remove Trustees by Ordinary Resolution (Art. 66)

Company Law gives the Members the power to change the company's Name, Objects and Articles by Special Resolution.

The Articles give the Academy Trust Company the power to establish subsidiary companies (Art. 5r).

The Articles give the Trustees the power to:

- Appoint Co-opted Trustees (Art. 58)
- Appoint Locality Committees and other committees (Art. 100)
- Appoint the CEO and Academy Heads (Art. 107)

All the powers of the Academy Trust shall be exercised by the Trustees, but the Trustees may delegate powers and functions to the Academy Heads (Art. 105-107).

Trust Board – General Guidance and Terms of Reference:

The Trust Board are the Charity Trustees (within the Terms of Section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust, in accordance with the provisions set out in the Memorandum and Articles of Association.
The Trust Board is the accountable body for the performance of ALL Schools within the Consortium Trust, and as such must:

- Ensure clarity of vision, ethos and strategic direction.
- Hold the Directorate to account for the educational performance of the schools and their pupils.
- Oversee the financial performance of the Consortium Trust and make sure that monies are well spent.

Trustees are also referred to as Directors, as they are, under Company Law, the Company Directors of the Trust. The Trust Board is permitted to exercise all the powers of the Consortium Trust and will delegate to the CEO the responsibility for the day-to-day operation of the Trust.

The Trustees can determine whether to delegate any governance functions and retain the right to remove that delegation if deemed appropriate to do so. The Trust Board has the right to review and adapt its governance structure at any time, which includes removing or changing delegation.
Trustees are not permitted to be employees of the Consortium Trust.

The Consortium Trust has opportunity for up to 12 Trustees. The minimum number is three (3). The term of office for a Trustee is four (4) years. This time limit does not apply to Trustees who are appointed ex officio.

Appointment and Removal of Trustees

- The Members may appoint up to 12 Trustees by Ordinary Resolution.
- A person can be appointed a co-opted Trustee by Trustees who have not themselves been co-opted.
- A Trustee can resign by giving notice to the Trust, so long as the number of Trustees remains at least three (3).
- A Trustee can be removed by the person or persons who appointed or elected him/her.
- A Trustee can be removed by Ordinary Resolution of the Members.

It is usual that a nominee will be invited by the Chair to meet Members, other Trustees and the CEO; and for an interview to take place to ensure that the ethos of the Trust is fully understood and will be upheld by the nominee and that the role of a Trustee is clearly defined.

Proceedings of the Trust Board

Each School year the Trustees shall appoint a Chair and Vice Chair, neither of whom can be an employee of the Trust. The Chair and Vice Chair may resign by giving written notice to the Governance Professional. The Trust must have at least two (2) parent Trustees unless the Trust has established Locality Committees that provide for at least two (2) Parent Locality Committee representatives. The Consortium Trust has made such provision.

The Trustees may delegate any of their powers or functions to any committee, Locality Committee, Trustee, CEO or other holder of Directorship. Any such delegation will be in writing and subject to any conditions the Trustees may impose and may be revoked or altered. The Trustees shall hold at least three (6) meetings in every Academic year. Any three (3) Trustees may requisition a meeting of Trustees by giving written notice to the Governance Professional. Quorum at a meeting shall be three (3) or, if greater, one-third of the total number of Trustees.

A Local Authority Associated Person cannot be appointed as a Trustee if that would mean that 20% or more of the total number of Trustees were Local Authority Associated Persons.

The Trustees may appoint Locality Committees and any other Committees. These other committees may include members who are not Trustees, provided that Trustees form a majority of the membership, and no vote is taken unless a majority of those present are Trustees. The membership and terms of reference of the committees shall be determined by the Trustees and reviewed each year. The Trustees may delegate any of their powers or functions to any committee, Locality Committees, Trustee, CEO or other holder of executive office. Any such delegation will be in writing and subject to any conditions the Trustees may impose and may be revoked or altered.

The Biographies of the Trust Board of the Consortium Trust can be found on the Consortium website www.consortiumtrust.org

Core Values:
The Board of the Consortium Trust will, at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Consortium Trust.
- Be accountable to its stakeholders and regulatory bodies for its activities.
- Engage in a challenging and supportive professional relationship with the Directorate.

Expectations of the Consortium Trust Board:
All Trustees are required to:

- Follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as The Nolan Principles).
- Comply with:
    - The Articles of Association
    - These Terms of Reference
    - The Scheme of Delegation
    - The Conflicts of Interest Policy (www.consortiumacademy.co.uk)
    - The Governance Code of Conduct (www.consortiumacademy.co.uk)
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Consortium Trust.
- Not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests, or seek those of connected persons, firms, businesses or other organisations.
- Participate actively in the induction process and any relevant training.
- Participate actively in fulfilling the roles and responsibilities as determined by the Scheme of Delegation and the Terms of Reference of the Trust Board and committees.

Powers, Functions and Responsibilities of Trustees:
The Trustees are responsible for the governance and supervision of the Consortium Trust and its committees, including the Locality Committees. The Trustees have a number of duties and responsibilities relating to the governance of the Consortium Trust and its finances. In summary, Trustees are responsible for:

- Establishing the vision, and values of the Consortium Trust.
- Carrying on the Consortium Trust in accordance with the objects of the Consortium Trust as set out in the Articles of Association and safeguarding the assets of the Consortium Trust.
- Designing the strategy and structure for the operation of the Consortium Trust.
- The delegation of the running of the schools and the direction of the education, pastoral care, financial and other policies of the Consortium Trust to the Directorate Team.
- Ensuring sound management and administration of the Consortium Trust by the Directorate and ensuring that it is equipped with the relevant skills and guidance.
- Financial controls and the financial management of the Consortium Trust in accordance with the provisions of the Academy Trust Handbook, which sets in detail provisions for the financial management of the Consortium Trust.
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon.

- Risk management – identifying, quantifying and devising systems to minimise the major risks affecting the Consortium Trust.
- Ensuring the Consortium Trust and its constituent Schools are conducted in compliance with the general law.

Accountability of Trustees:
The Trustees are accountable to:

- The beneficiaries of the Consortium Trust, (pupils at its Schools, their parents and the local community), for the quality of education and pastoral care at the schools, for matters of health and safety and for safeguarding and promoting the welfare of the pupils.
- The DfE, and specifically the Secretary of State under the terms of the Funding Agreement.
- The Secretary of State for operating the Consortium Trust for the public benefit, for the prudent management of the Consortium Trust and its financial efficiency and for compliance with legislation including that relating to Charities.
- The employees of the Consortium Trust for their working environment and for compliance with the contract of employment and employment law requirements and matters of health and safety.
- Other regulatory authorities for compliance with regulated responsibilities to which the Consortium Trust and its Schools are subject.

Conducting Trust Business:
Trustees are required to:

- Act together and in person and not delegate responsibility of the Consortium Trust to others.
- Act strictly in accordance with the Articles of Association.
- Act in the Consortium Trust's interests only and without regard to their own private interests.
- Manage the Consortium Trust's affairs prudently.
- Not take personal benefit from the Consortium Trust, unless expressly authorised by the Articles of Association or the Charity Commission.
- Take proper professional advice on matters on which they are not competent.

The Trustees should hold the Directorate to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but also offer challenge, ask questions, seek information and improve proposals, where appropriate, and act in the best interests of the Consortium Trust.

The Trustees shall have regard to the Ofsted framework for inspecting Schools. The Trustees shall have regard to the Academies Financial Handbook which shall be circulated to all Trustees. Further information relating to the roles and responsibilities of Trustees can be found in DfE documentation and Charity Commission advice and guidance.

Chair of the Trust Board:
The Board will elect an individual from appointed Trustees to act as Chair. A change of Chair will require a notification to be made to the DfE, including a DBS disclosure form to be submitted to the DfE for a suitability check. The main role of the Chair is to chair meetings of the Trust Board, provide leadership to the Trustees and acting as the main point of contact between the Trustees and the CEO and Directorate.

Apart from special responsibilities or powers given to the Chair in the Articles of Association, (the right to chair meetings of the Trust Board and to have a second or casting vote in a situation of equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. Any specific functions must be expressly delegated to the Chair by the Board.

Meetings of the Trust Board:
Trustees of the Consortium Trust commit to meeting at least three (6) times per academic year. Meetings will be convened and conducted as detailed in the Articles. In determining the agenda for Board meetings and committee meetings, the Trustees will consider their requirements to:

- Ensure good financial management and effective internal controls.
- Comply with the funding agreement and the current version of the Academy Trust Handbook (or successor documents).
- Receive and consider information on financial performance at least three (3) times per academic year.
- Take appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Governance Professional, the Chair of the Consortium Trust will prepare an annual plan for the meetings of the Trustees.

Delegation of Powers of the Trust Board:
Trusteeship and directorship are personal offices of trust and responsibility which cannot be transferred to another individual. In order to ensure proper management of the Consortium Trust and its Schools, the Trustees are enabled to delegate specific tasks to assist them in carrying out their duties and obligations.

The Consortium Trust Board has decided which decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (the Chair), and what will be delegated to the Directorate. The Trustees will also decide when, and from whom they will take professional advice.

In deciding on delegation, the Trustees will consider:

- Non-executive powers must be exercised by the Trustees personally and cannot be delegated.
- Except where it is impractical to do so, executive powers should be delegated to the CEO and the Directorate Team who may authorise further delegation.
- Every act of delegation is only a delegation of power and does not relieve Trustees of their responsibility.

Trustees must not delegate any of their powers, listed as 'Reserved Matters': *(Detailed in Members' General Guidance)*. Delegation can be made to:

- Board Committees: Finance & Resources, Audit & Risk, Education & Learning and Community Engagement
- The Teaching, Learning and Assessment Panel.
- The Locality Committees
- An individual Trustee.
- The Directorates (who may delegate to further individuals).

Stakeholder Voices:
The Consortium Trust's Trustees are committed to consider the voices of various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This will include pupils, parents and staff. Trust Schools are expected to be involved in considering the voices of these and other stakeholders including the local community.

Risk Management:
The Charities Statements of Recommended Practice (SORP) sets out requirements for reporting risks to a charity. The Statements of Recommended Practice on Financial Reporting for Charities, state that the Trustees' annual report must include **"a description of the principal risks and uncertainties facing the charity and its subsidiary undertakings, as identified by the charity trustees, together with a summary of their plans and strategies for managing those risks."**

The Trustees' report must include a description of the principal risks and uncertainties faced by the Consortium Trust and any subsequent undertakings as identified by the Trustees. The report must also include a summary of the plans and strategies for managing these risks. Trustees must be specific in identifying and addressing each risk and not use general statements regarding risk management.

This must include:

- **Operational Risks** - employment issues, health and safety, fraud, service quality and development.
- **Financial Risks** – accuracy of financial information, cash flow, reserves, over reliance on funding sources.
- **External Risks** – changes in government policy, economic factors, demographic changes, adverse publicity.
- **Regulatory Risks** – compliance with legislation, changes in policy, changes in regulator.

Trustees must therefore include:

- Decision making processes to respond to risks identified, including where appropriate seeking advice from professional advisors.
- Appropriate statements regarding the management of risks in their annual report.

Management of Conflicts of Interest

Trustees have a statutory duty (through the Companies Act 2006) to:

- Declare the nature and extent of an interest, which conflicts (or could conflict) with any matter relating to the Trust.
- Avoid any conflict of interest between that interest and the interests of the Consortium Trust.
- Comply with the Trust's Business Transparency Statement.
- Comply with the Trust's No Related Party Transactions protocol.

Charity law and guidance issued by the Charity Commission places obligations on the Trustees to manage any conflict between a Trustee's duty to the Consortium Trust and their own personal interests, or for a Trustee to be influenced by conflicting duties to the Consortium Trust and a third party.

Further obligations are set out in the Conflicts of Interest Policy www.consortiumtrust.org which Trustees are obliged to comply with.

Recruitment of Trustees

It is essential that the Board of Trustees for the Consortium Trust have a mix of skills and experience. Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which incorporates continuity of experience and expertise with new ideas and energy. The Board is responsible for ensuring that:

- Skills of a new or potential Trustee fit with the Consortium Trust's requirements in the short, medium and long term.
- Each Trustee (new and existing) is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association, including the requirement that they are not disqualified as a company director or charity trustee.
- There is a robust system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair) is in place and checks are completed before, or as soon as practical after a Trustee takes up position.
- New Trustees understand their responsibilities and consent to act as a Trustee.

New Trustees will be properly inducted to ensure that they have the understanding regarding the nature and extent of their roles and responsibilities. It is the duty of the new Trustee to ensure they are familiar with the Objects of the Consortium Trust; its history and ethos and the nature and extent of its activities; and the content of the Consortium Trust's Articles of Association. The Trust will provide each Trustee with:

- The Articles of Association
- The Governance Charter and Scheme of Delegation
- These Terms of Reference
- The Conflicts of Interest Policy

New Trustees will be required to sign various declarations as appropriate. The Governance Professional to the Trust Board will ensure that any appointment of a new Trustee is notified to Companies House and the ESFA within 14 days of the appointment (as required by the Academies Financial Handbook), through the DfE 'Get Information About Schools' website.

Training and Development

The Trustees will ensure that the Board has the skills and experience needed to perform its functions properly and effectively. Trustees will be kept up to date with developments in the legal and regulatory framework in which the Consortium Trust operates. The Trustees will conduct an annual self-evaluation with a view to identifying gaps in their skills and any requirements for training.

Education and Learning Committee - Terms of Reference

The Board of Trustees of the Consortium Trust has established an Education & Learning Committee with the following Terms of Reference:

Membership

- The Committee will be appointed by the Trust Board and will comprise of no fewer than three (3) members, all of whom will be Trustees.
- The Trust Board will appoint one of its members as the Chair of the Committee.
- The Trust Board will appoint the Governance Manager to the Committee.

Attendance

The Committee may ask any member of the Directorate to attend meetings of the Committee either regularly, or by invitation in order to provide information. This invitation may be extended to other individuals associated with Standards and Excellence as appropriate. Invited attendees will not hold voting rights on the Committee.

Voting

The quorum for each meeting three members of the Committee. Decisions of the Committee will be taken by majority of those present and voting. If a majority cannot be reached the decision will be escalated to the Trust Board.

Any Trustee member of the committee may appoint a substitute from the Trust Board to attend a meeting on their behalf. If this is proposed, the committee member should inform the Chair or Governance Manager of the committee, confirming the name of the delegate and the date of the meeting that the substitute will attend.

Meetings

The Committee will meet termly as standard and will convene for additional meetings as appropriate and deemed necessary. Unless otherwise agreed, notice for meetings will be sent to members and any other person invited or required to attend, with a minimum of 7 days' notice of the date of the meeting.

Minutes

The Governance Manager will minute the meeting and resolutions of the Committee, determining at the beginning of the meeting whether any member has a conflict of interest. This will be minuted accordingly.

Authority

The Committee is authorised by the Trust Board to carry out activities as detailed within the Terms of Reference. It is authorised to seek any information it requires from employees through appropriate channels (line management) and there is an expectation that employees will co-operate with any request in a timely and appropriate manner.

The committee is authorised by the Trust Board to obtain outside legal or other professional advice, and to secure attendance of any person at any meeting with relevant experience and expertise, if it considers this necessary.

Education & Learning Committee Duties:

- To ensure that the highest possible standards are set and maintained across the Trust and its Schools.
- To receive a termly report from the Teaching, Learning and Assessment Panel via the Director of Primary Education regarding standards and performance of the Trust and Schools against key performance indicators (KPIs)
- To ensure that the Trust's curriculum is balanced and broadly based.
- To scrutinise and review relevant Trust policies for recommendation to the Trust Board.
- To ensure that effective processes are in place for the quality assurance of teaching, learning and assessment; the curriculum; inclusion and the sharing of good practice across the Trust and beyond.
- To support the CEO in the creation, implementation and monitoring of the Consortium Trust's Strategic Development Plan, it's Strategic Development Priorities and any post-Ofsted Action plan.
- To ensure that effective arrangements are in place and being implemented across the Trust for pupil support and representation, for monitoring pupil attendance and pupil discipline.
- To ensure that effective arrangements are in place and being implemented across the Trust for staff performance management.
- To receive, via the CEO and Teaching, Learning and Assessment Panel, advice regarding Performance Management issues, CPD requirements, CPD provision and other PM related outcomes. Recommendations for pay uplifts will be considered (as identified in the Scheme of Delegation) by the Finance and Resources Committee.
- To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.
- To review Educational and Learning risks and escalate critical Educational and Learning risks and their treatment to the Audit & Risk committee.

Finance and Resources Committee - Terms of Reference

The Board of Trustees of the Consortium Trust has established a Finance & Resource Committee with the following Terms of Reference:

- Membership: The Committee will be appointed by the Trust Board and will comprise of no fewer than three (3) members, all of whom will be Trustees.
- The Trust Board will appoint one of its members as the Chair of the Committee.
- The Trust Board will appoint the Governance Manager to the Committee.

Attendance
The Committee may ask any member of the Directorate to attend meetings of the Committee either regularly, or by invitation in order to provide information. This invitation may be extended to other individuals associated with Finance & Resources as appropriate. Invited attendees will not hold voting rights on the Committee.

Voting
The quorum for each meeting will be three members of the Committee. Decisions of the Committee will be taken by majority of those present and voting. If a majority cannot be reached the decision will be escalated to the Trust Board.
Any Trustee member of the committee may appoint a substitute from the Trust Board to attend a meeting on their behalf. If this is proposed, the committee member should inform the Chair or Governance Manager of the committee, confirming the name of the delegate and the date of the meeting that the substitute will attend.

Meetings
The Committee will meet as standard and will convene for additional meetings as appropriate and deemed necessary. Unless otherwise agreed, notice for meetings will be sent to members and any other person invited or required to attend, with a minimum of 7 days' notice of the date of the meeting.

Minutes
The Governance Manager will minute the meeting and resolutions of the Committee, determining at the beginning of the meeting whether any member has a conflict of interest. This will be minuted accordingly.

Authority
The Committee is authorised by the Trust Board to carry out activities as detailed within the Terms of Reference. It is authorised to seek any information it requires from employees through appropriate channels (line management) and there is an expectation that employees will co-operate with any request in a timely and appropriate manner.

The committee is authorised by the Trust Board to obtain outside legal or other professional advice and to secure attendance of any person at any meeting with relevant experience and expertise if it considers this necessary.

Finance & Resources Committee Duties

Finance:

- Develop a robust financial strategy for the Trust and consider policies, procedures or plans required to carry out the strategy.
- Consider the Consortium Trust indicative funding, once notified by the DfE, and to assess its implications for the Trust, in consultation with the CEO and Director of Finance & Resources in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees.
- Consider and recommend acceptance/non acceptance of the Trust budget to the Trustees.
- Monitor any variances from budget and ensure the DfE is notified as required.
- Receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Trust's Strategic Development Plan and the Strategic Development Priorities.
- Liaise with and receive reports from the Education & Learning Committee and Teaching, Learning and Assessment Panel and to make recommendations to those committees about the financial aspects of matters being considered by them.
- Monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate, to make recommendations for improvement.
- Prepare the financial statement to form part of the annual report of the Trustees.
- Ensure the Trust's commercial and fundraising activities are carried out effectively.
- Examine and review new initiatives for financial development, including fund raising.
- Oversee significant investment and capital financing decision.
- Approve and keep under review the Trust's Reserves policy.
- Approve and keep under review the Trust's Investment strategy and policy.
- Promptly notify the Trust Board of all financial matters of which the Committee has knowledge, and which may materially affect the current of future position of the Trust.
- Advise generally on the provision of resources and services to the Trust.
- To review financial risks and escalate critical financial risks and their treatment to the Audit & Risk committee.

Remuneration:

- To consider, determine and keep under review a framework of policy for the remuneration, benefits and incentives of the CEO and other members of the Directorate.
- To determine within the framework, evidence of comparable remuneration, benefits and incentives.
- To consider the outcome of the performance management of the CEO/Principal and other members of the Directorate.
- To make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the CEO and Directorate ensuring that the package is fair and appropriate, rewarding individual contributions to the success of the Trust and its progress towards fulfilling its objectives.

- To consider the outcome of the performance management of the Trust and its Schools, as determined by the Teaching, Learning and Assessment Panel, and make recommendations to the Trust Board for the remuneration, benefit and incentive package; rewarding individual contributions to the success of the Trust and their individual School as determined by their Performance Management targets.
- To determine the policy for and scope of pension arrangements, service agreements for the Directorate, termination payments and compensation commitments.

Human Resources:

- Consider, determine and keep under review any strategies and policies for human resources and organisational development.
- Consider, determine and keep under review effective arrangements for consultation with staff as a whole, and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- Undertake the role of the disputed resolution panel to consider appeals against the CEO or Trust decisions.
- Ensure effective measures are in place to promote equality and diversity in employment.
- Consider the details of restructuring programmes following any necessary approvals in principle by the Trust Board.
- Develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Trust's staff.
- To review on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Audit and Risk Committee Terms of Reference

1. Introduction

The Audit and Risk Committee must:

- be independent and consist of Trustees only.
- have sufficient authority and resources to form an opinion, report on the risk management, and report on accounts control and governance arrangements of the Trust to the Board of Trustees.
- be able to satisfy itself that the institution has adequate arrangements for ensuring economy, efficiency, and effectiveness (value for money)

2. Membership

2.1 The Committee and its Chair shall be appointed by the Board of Trustees, from among its own members and must consist of Trustees with no executive responsibility for the management of the Trust.

2.2 There shall be no fewer than three members.

2.3 A quorum shall be at least three members.

2.4 The Chair of the Board of Trustees shall not be Chair of the committee.

2.5 Members of the Committee shall not have significant interests in the Trust.

2.6 At least one member should have recent and relevant experience in finance, accounting, or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise and other Trustees to ensure the committee is quorate where necessary.

2.7 Only members of the Committee may vote at the meeting, including any co-opted Trustee's to ensure the committee is quorate.

3. Attendance at meetings

3.1 The CEO and Director of Finance and Resources shall normally attend or be represented at meetings.

3.2 Representatives from the Internal or External Auditors may be asked to attend where business related to them is being discussed.

3.3 The Governance Manager shall attend to take a record of the meeting, unless otherwise instructed by the Committee.

4. Frequency of meetings

Meetings shall normally be held at least termly in each financial year. The internal or

external auditors may request a meeting if they consider it necessary.

5. Authority

The Committee is authorised by the Trust Board to:

- Carry on any activity authorised by these terms of reference.
- Seek any appropriate information that it requires from any employee of the Trust and all employees shall be directed to co-operate with any request made.
- Obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Chief Executive Officer.

6. Duties

The duties of the Audit & Risk Committee shall be based on the information received and to make recommendations to the Board of Trustees

- To review the annual report and accounts, external audit opinion and management letter.
- To monitor and assess the internal controls of the Consortium Trust to ensure that the Trust, as a whole, is operating at appropriate levels of risk and in compliance with audit requirements.
- To take responsibility for external and internal audit matters, oversee the work programme and performance quality of the internal and external audit services.
- To support the Board of Trustees in ensuring that a framework is established and maintained for the identification and management of risk.
- To support the Board of Trustees in providing an added level of scrutiny in the monitoring of internal and external audit matters, risk management, fraud prevention and detection, and internal controls and health and safety and safeguarding.
- To keep the Board of Trustees regularly informed of the committee's activities and key decisions.
- To review and provide oversight to the Trust's Risk Management System and Risk Appetite profile.
- Review the Trust's risk status as a standing item at every meeting and escalate to the Trust Board those risks it deems need Trust Board review.
- To review the External Auditor's annual report and management letter
- To monitor the implementation of agreed audit-based recommendations.
- To ensure that all significant losses have been properly investigated and that the internal and external auditors have been informed.
- Trustee members of the committee to meet with internal and external auditors. Auditors will meet with members of the committee in private once a year.

7. Reporting procedures

7.1 To work with the CEO and Director of Finance and Resources to monitor effectiveness and performance of internal and external audit and make recommendations to the Board of Trustees where appropriate.

7.2 To work with the CEO and DFR to procure and appoint services for internal and external audits and to make recommendations for their appointment to the Board of Trustees, for approval by the members.

7.3 The minutes of meetings of the Committee will be circulated to all members of the Board of Trustees.

7.4 The Committee will prepare an annual report covering the year to 31 August and any significant issues up to the date of preparing the report. The report will be addressed to the Board of Trustees and the Chief Executive Officer, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the Trust's arrangements for the following:

- Risk management, control and governance.
- Economy and efficiency (value for money)
- This opinion should be based on the information presented to the Committee.

Information Requirements

Where possible, ten days prior to each meeting the committee will be provided with:

- A consolidated report summarising and significant changes to the organisations Risk Register including management action plans for high-risk items.
- A progress report from the representative of Internal Audit, summarising:
    - Work performed (and a comparison with work planned).
    - Key issues emerging from Internal Audit work.
    - Management response to audit recommendations.
    - Changes to the Periodic Plan.
    - Any resourcing issues affecting the delivery of Internal Audit objectives.
    - A progress report from the External Audit representative summarising work done and emerging findings.
    - The management report giving an overview an operational status of the organisation, highlighting any potential risk.

As and when appropriate, the Committee will also be provided with:

- Proposals for amendments to the terms of reference on Internal Audit.
- The Internal Audit Charter and Strategy.
- The representative of Internal Audit's Annual Opinion and Report.
- Reports on the effectiveness (i.e. Quality assurance) on the Internal Audit function.
- The draft Accounts of the Organisation.
- The draft Annual Governance Statement.

- External Audit's Management Letter.
- A report on any proposals to tender for audit functions.
- A report on co-operation between Internal and External Audit.
- Details of significant cases of fraud.
- The external auditors Annual Governance Report.
- Corporate Risk Management Strategy and policy.
- A report and dashboard of risk status both existing and recently emerged, their mitigation treatment and the updated risk register to be provided at each meeting.
- Any other report they may consider necessary from time to time.
- Information and risks escalated from other committees.

Annual Plan

Annual Performance Review/Effectiveness Review

Meeting timetabling

Where possible the Audit & Risk committee meetings should be the last scheduled after other termly committees, preceding Trust Board meetings in order to allow risk escalation to be received appropriately.

Work with other Committees.

Minutes from finance and Resources committee meeting

Risk escalation from other Committees.

Community Engagement Committee – Terms of Reference

The Board of Trustees of the Consortium Trust has established a Community Engagement Committee with the following Terms of Reference:

- Membership: The Committee will be appointed by the Trust Board and will comprise of a Trustee and members of the Locality Committees.
- The Trust Board will appoint one of its members as the Chair of the Committee.
- The Trust Board will appoint the Governance Manager to the Committee.

Attendance
The Committee may ask any member of the Directorate to attend meetings of the Committee either regularly, or by invitation in order to provide information. This invitation may be extended to other individuals associated with community engagement as appropriate.

Voting
The Committee has been established for information purposes only and to provide a conduit between the Trust Board and Local Governance. The Committee does not have any delegated responsibility, and decisions will need to be approved by the Trust Board.

Meetings
The Committee will meet termly. Unless otherwise agreed, notice for meetings will be sent to members and any other person invited or required to attend, with a minimum of 7 days' notice of the date of the meeting.

Minutes
The Governance Manager will minute the meeting and recommendations of the Committee, determining at the beginning of the meeting whether any member has a conflict of interest. This will be minuted accordingly.

Authority
The Committee is authorised to seek any information it requires from employees through appropriate channels (line management) and there is an expectation that employees will co-operate with any request in a timely and appropriate manner.

The committee is authorised by the Trust Board to obtain outside legal or other professional advice and to secure attendance of any person at any meeting with relevant experience and expertise if it considers this necessary.

Community Engagement Committee Duties

- Receive feedback from the Trust Board.
- Receive feedback from the members of the Locality Committees to ensure that the Trust Board has an accurate, up-to-date picture of provision across the Trust.
- Consider the views of members of the governance community.
- Maintain effective communications between the tiers of governance to inform the Trust Board's strategic decision making.

- Make recommendations to the Trust Board for consideration and/or approval.
- To review any risks and escalate critical risks and their treatment to the Audit & Risk committee.

Locality Committee – Terms of Reference

The role of Locality Committees (LCs) is an important one. It is to provide focused challenge and monitoring at a local level. The Locality Committee monitors the School Development Plan (SDP), the School Evaluation Framework (SEF) and key performance indicators and offers challenge and support to the Academy Head and Senior Leadership Team.

The Locality Committee, in legal terms, is considered to be a sub-committee of the Consortium Trust Board and as such, has clear Terms of Reference and specific delegations of tasks and functions as detailed in the Scheme of Delegation. Delegation can be removed from the Locality Committee by the Consortium Trust Board (if intervention is deemed necessary).

The Locality Committee carries out its duties on behalf of the Board of Trustees in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to Locality Committees is a delegation of tasks and functions and not a delegation of responsibilities. The Locality Committee will work closely with the Trust's Directorate and will implement any advice or recommendations made.

The Trust Board retains the right to review or remove any power or responsibility delegated to the Locality Committee, in particular, in circumstances where serious concerns in the running of the school are identified, including where:

- There is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out).
- There has been a break down in the way in which the school is being managed or overseen; or
- The safety of pupils or staff is threatened, including a breakdown of discipline.

Where necessary, the Trust Board will put in place, for an appropriate period of time, a Locality Committee Intervention Board, which will be responsible for addressing the areas of weakness.

Composition of Locality Committees:

Each Locality Committee comprises the following representatives:

- 1 x Parent representative per school within a hub or two parent representatives if an individual school is not within a hub (Parent Locality Committee representatives).
- Up to four (4) x community representatives (co-opted) (Community Locality Committee representatives).

In order to facilitate absolute transparency, the Academy Head will attend the meetings of the Locality Committee but will not hold an ex-officio position on the Locality Committee; nor will they be included in any voting matters.

Employees of the Trust do not sit on the Locality Committee and there are alternative forums to gather perceptions and contribute to the Trusts vision, ethos and operation.

Local Authority Associated Persons shall never be able to exercise more than 19.9% of the votes at a meeting within the tiers of governance of the Trust. Individuals holding a Local Authority Associated Person role will be identified as such on pecuniary interest declarations and via the Nomination Forms as part of the stated nomination process.

The Term of Office of all Locality Committee representatives will be four (4) years. Subject to remaining eligible, any Locality Committee representatives may be reappointed or re-elected at the end of the term of office. Every person wishing to become a Locality Committee representatives must be eligible to do so as determined by the DfE eligibility criteria.

Locality Committee representatives are asked to:

- Elect a Chair of the Locality Committee annually.
- Prepare for and make an active contribution at meetings of the Locality Committee and relevant roles/committees as assigned.
- Fulfil the duties as delegated to the Locality Committee through the Trust's Scheme of Delegation.
- Champion the Trust and the School in the local community.
- Familiarise themselves with the School and Trust policies as appropriate.
- Visit the School both during School hours (with prior arrangement) and for evening events to get to know the school and to be visible to the School Community.
- Attend training sessions for Locality Committee representatives as appropriate and convenient.

Stakeholder Voices:
Locality Committees are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff), and to put in place arrangements to receive feedback and respond accordingly.

Appointment of Locality Committee representatives:
Locality Committees are technically a sub-committee of the Trust Board and are not a legal entity in their own right. All Locality Committee representatives are appointed by the Trust Board.

Community Locality Committee representatives
The Trustees of the Consortium Trust are keen that the Locality Committees are representative of the communities in which they operate. It is for the Locality Committee to decide who is best placed to carry out their delegated duties and therefore nominate representatives of the community to support them. Employees of the school and the Trust are not eligible to be appointed to the Locality Committee.

Parents of children at the school are eligible to be appointed as a Community Locality Committee representatives through the stated nomination process to determine that there is clear accountability, transparency and independence at all tiers of governance, including relationships to Staff. Their appointment is not conditional on their child remaining a pupil at the school.

Parent Locality Committee representatives:
Parent Locality Committee representatives are nominated by election by parents/carers of pupils currently registered at the school prior to ratification by the Trust Board. They do not have to stand down if their child leaves the school during their term of office but may do so if they wish.

If insufficient parents stand for election, the Locality Committee can nominate Parent Locality Committee representatives for approval by the Trust Board. A parent is not eligible

to be a Parent Locality Committee representative if they are an employee of the school or of the Consortium Trust.

The role of the Parent Locality Committee representative is to be representative of parent views and is not a delegate of the parent body (for example other parents cannot instruct them on how to vote or what to say at Locality Committee meetings).

Parent appointments to the Locality Committee are subject to approval of the Trust Board in the same way that all Locality Committee members are approved.

Responsibilities of the Locality Committee

The full responsibilities of the Locality Committee are detailed in the Scheme of Delegation (Governance Charter, Section 3). Delegation of tasks and functions to the Locality Committee:

- The Locality Committee has specific delegation of tasks and functions, as detailed within this Governance Charter and the Scheme of Delegation. The Locality Committee agrees to this delegation. This constitution and terms of reference may be altered by a majority resolution of the Trust Board.
- The Trust Board and the Locality Committee acknowledge that they each play a crucial role in the governance of the Trust and School and commit to working together in the best interest of the Trust and School.
- They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled to:
    - Overrule a decision of the Locality Committee; and/or
    - Remove delegated powers from a Locality Committee if, in their reasonable opinion, they consider it to be in the best interests of the school or the wider Trust.

Locality Committee Structure

Please refer to the Trust's Scheme of Delegation *(Governance Charter, Section 3),* for detail on lines of responsibility and accountability. The Trust has approved the following structure for a Locality Committee.

The Locality Committee is technically a sub-committee of the Trust Board and is therefore directly accountable to the Trust Board and is appointed by the Trust Board. It is expected that all Locality Committees discharge their duties as detailed within the Scheme of Delegation.

Chair

The Chair is nominated by the Locality Committee representatives and approved by the Trust Board. The term of office of the Chair is for one (1) year, but the Chair is eligible for reappointment at the end of that term, assuming that they remain eligible to be a Locality Committee member.

The Trust Board will discuss and approve the appointment of the Chair of Locality Committee at the Trust Board meeting, following the election at the Locality Committee meeting.

The Trust is entitled to remove the Chair from Office at any time, although this would not necessarily affect the individual's position as a Locality Committee representative. The responsibilities of the Chair include:

- Chair meetings of the Locality Committee.
- Follow the relevant Agenda published by the Trust for Locality Committee meetings.
- Engage with the Board of Trustees by attending the termly Community Engagement Committee (or nominating a substitute if not available).
- Provide a direct link between the Locality Committee and the Trust Board.

Governance Eligibility Criteria
Anyone aged 18 or over can be a Locality Committee representative (but there are some exceptions). There is no requirement for you to have an understanding of the education system, just the necessary skills, character, willingness to learn and time to contribute.

Schools need and benefit from a range of professional knowledge on their Locality Committees, including education, finance, human resources, legal, marketing and public relations, property and estates management, and organisational change. Locality Committees representatives must be prepared to adopt the seven principles of public life, known as the Nolan Principles:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

Locality Committee representatives must also complete an enhanced criminal records check by the Disclosure and Barring Service (DBS) within 21 days of appointment.

Governance Disqualification criteria:

- No person shall be qualified to serve on the Board or LC unless aged 18 or over at the date of election or appointment.
- A person serving on the Board or LC shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.
- A person serving on the Board or LC shall cease to hold office if they are absent without the permission of the Chair of the Board or LC from all the meetings of the Board or LC meetings held within a period of six months and the Board or LC resolves that their office be vacated.
- A person shall be disqualified from serving on the Board or LC if:
    - his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
    - he is the subject of a bankruptcy restrictions order or an interim order.
- A person shall be disqualified from serving on the Board or LC at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors 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 Board or LC shall cease to hold office if they would cease to be a director 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 Board or LC if they have 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 was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- A person shall be disqualified from serving on the Board or LC where they have, 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 (persons disqualified from being charity trustees or trustees of a charity) of the Charities Act 2011.
- A person shall be disqualified from serving on the Board or LC if they have not provided to the Directors a Disclosure & Barring Service enhanced disclosure certificate 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 Trustees or the Academy Head 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 Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- Where, by virtue of this Scheme, a person becomes disqualified from serving on the Board or LC and they were, or were proposed to so serve, they shall upon becoming so disqualified give written notice of that fact to the Chair of Trustees, Governance Professional to the Trust Board and Locality Committee Administrator.

Local Authority Associated Persons
Local Authority Associated Persons shall never be able to exercise more than 19.9% of the votes at a meeting of Members. A Local Authority Associated Person cannot be appointed as a Trustee or Locality Committee representatives, if that would mean that 20% or more of the total across all governance tiers were Local Authority Associated Persons.

The Local Authority Associated Person's stipulation applies to all tiers of Governance including Locality Committees. Individuals holding a Local Authority Associated Persons role will be identified as such on pecuniary interest declarations.

Personal Interests of Locality Committee representatives:
The Trustees have determined that Trustees, Members and Locality Committee representatives are appointed through the stated nomination process to determine that there is clear accountability, transparency and independence at all tiers of governance, including relationships to Staff.

The Trustees have determined that there will be no related party transactions approved and therefore there is clarity that no Trustee, Member or Locality Committee representatives, (except those in ex officio roles), will benefit financially from their association with the Trust.

In line with the Trust's Scheme of Delegation, any personal, business or other interest in connection with the engagement of any services of a contractor should be declared before any tender process commences. Contractors are engaged only following a full tender process, ensuring that free and fair competition is upheld.

The Trust has no controlling entity or reporting entity, nor any related party transactions or arrangements. Any related party or business transactions relating to staff are disclosed on a Personal, Business & Other Interest Declaration annually and at the beginning of a meeting where Agenda items may relate to a third-party transaction.

The Personal, Business & Pecuniary Interest Declaration will be reviewed at least annually and updated with any amendments as these occur. Any Locality Committee representative who has any duty of personal interest that conflicts or may conflict with this or her duties as a Locality Committee representatives will:

- Disclose the fact to the Locality Committee as soon as he or she becomes aware of it.
- Absent themselves from any discussions of the Locality Committee in which it is possible that a conflict may arise between his or her duty to act solely in the interests of the school and such duty or personal interest).
- Withdraw from any meeting for that item unless expressly invited to remain in order to provide information.
- Not be counted in the quorum for that part of any meeting; *and*
- Withdraw during the vote and have no vote on that matter.

The Personal, Business & Other Interests will be published on the academy website to comply with the requirements of the Academies Financial Handbook.

Ceasing to be a Locality Committee representative:
A Locality Committee representative is appointed for a four (4) year term of office. A Locality Committee representative term of office will be terminated if:

- Any event of circumstance occurs which would disqualify them from holding the position of Locality Committee representative.
- Without the consent of the Locality Committee or Team, has failed to attend Locality Committee or Team meetings for a continuous period of 6 (six) months beginning with the date of the first such meeting failed to attend (approval of this action must be sought from the Chair of Trustees prior to termination).
- The LC representative resigns from office by notice to the Chair of the Trust Board via the LC Administrator or Governance Professional to the Trust Board.
- The LC representative is removed from office by the Trust Board.

Convening Meetings of the Locality Committee:
Meetings of the whole school Locality Committee will be held termly.

The Locality Committee administrator will give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting, at least 7 clear days in advance of the meeting. In exceptional circumstances where urgent consideration is required, the Trustee and Trust's Central Officer may determine a shorter time period, stating clearly the reason for urgency.

Any two (2) Locality Committee representatives may call a meeting by giving written notice to the Governance Manager and Chair of the Trust Board which includes a summary of the business they wish to carry out. The Locality Committee representatives may invite people who are not Locality Committee representatives to attend the whole or part of any meeting for purposes connected with the meeting.

Voting at a meeting of the Locality Committee:
The quorum for meetings of the Locality Committee is two (2) Locality Committee representatives.

Any Locality Committee representative and Trustee shall be able to participate in, and be counted as present for the purposes of quorum including meetings by telephone or video conferencing or other technological solutions, providing that:

- Notice of the intention or link to virtual meeting has been detailed in advance of the meeting.
- The Locality Committee has access to the appropriate equipment.
- That, if, after reasonable efforts, it does not prove possible for the Locality Committee representative to participate, the meeting proceeds with business providing it is quorate to do so.

Every question to be decided upon at a meeting shall be determined by a majority of the votes of Locality Committee representatives present and voting on the question. Votes tendered by proxy will not be allowed. Where there is equal division of votes, the Trustee or Chair of the meeting has the casting vote.

LC Administrator:
The CEO of the Trust will appoint an Administrator to the Locality Committee and Teams (if required). This will normally be the Office Manager of a school within the Hub. The responsibility of the LC Administrator is to:

- Convene meetings of the Locality Committee including sending notices and papers of the meetings via Governor Hub.
- Attend meetings of the Locality Committee and ensure Minutes/Action Plans are produced and published on Governor Hub and circulated.
- Report to the Locality Committee as required on the discharge of their duties.
- Perform other such duties and functions as determined by the Locality Committee from time to time.
- Minutes/Action Plan of Locality Committee meetings and committees will be stored on Governor Hub and, with the exception of confidential items which are to be minuted separately and filed by the Academy Head, will be publicly available on request.

Minutes/Action Plan of LC and Team Meetings:
Attendance at each Locality Committee, issues discussed and recommendations for decisions shall be recorded in the Minutes/Action Plan and the minutes approved collectively by the LC representatives at the next meeting. The unconfirmed minutes/action plan, approved by the Chair of the meeting, will be circulated as soon as possible.

Governance Manager
The Governance Manger will be responsible for:

- Maintaining a register of representatives of the Locality Committee including their Terms of Office and report any vacancies to the Locality Committee via Governor Hub.
- Submit minutes to the Trust Board as evidence of the discharge of their duties under the Scheme of Delegation via Governor Hub.
- Ensure the constitution of the Locality Committees are maintained accurately on Governor Hub and Get Information About Schools.

Locality Committee Duties:

- Monitor the vision and ethos of the school to align with the vision and ethos of the Trust.
- Establish and maintain relationships with members of the local community acting as ambassadors for the school and Trust.
- Monitor the implementation of the policies of the school and the Trust.
- Participate in Trust reviews as appropriate.
- Participate in statutory panels (relating to staffing, pupils and complaints) at the relevant stage as specified in Consortium Trust Policies and when invited by Trustees.
- Carry out a skills audit and annual self-review of performance.
- Maintain effective communication between tiers of governance.
- Participate in termly meetings of the Community Engagement Committee
- Monitor the Key Performance Indicators relating to pupil standards.
- Monitor progress of the School Development Plan and School Evaluation Framework
- Monitor completion of actions arising from school audits relating to curriculum standards and safeguarding.
- Monitor pupil and parent feedback from surveys.

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