



# **Governance within Inspire Partnership Multi Academy Trust**



## **Introduction**

The Inspire Partnership Multi-Academy Trust (IPMAT) is a private company limited by guarantee and is, therefore, subject to company law and specifically the provisions of the Companies Act 2006. The Articles of Association, which form the Trust's constitution, are, in effect, a contract between the company and its members (there are no fines for non-compliance with the Articles). As an exempt charity (i.e. exempt from registration), the Trust is also subject to charity law and the provisions of the Charities Act 2011. The principal regulator is the Secretary of State for Education.

The Trust's governance includes: Members; Trustees; and Governors, who sit on the Local Governance Board (LGB) of each Academy/School.

IPMAT is subject to a legal contract with the DfE, administered by the Education and Skills Funding Agency (ESFA), which can be found in the Funding Agreement document. There is a master agreement and supplementary agreements with each Academy/School. The Articles of Association sets out the Trust's charitable objectives, the composition of governance and its overarching procedures.

## **Vision of the INSPIRE Partnership Multi-Academy Trust**

INSPIRE Partnership MAT vision is for a community of schools working together to achieve excellent outcomes for all.

## **Aims of INSPIRE Partnership Multi-Academy Trust**

I – Investment in the future of all children in our schools through high quality learning experiences to raise standards and improve outcomes

N – Network of professional development opportunities to ensure all our staff are highly effective and that strong leadership pathways are in place.

S – Sharing of best practice across all schools in our Trust so that school improvement is a joint responsibility.

P – Partnerships with parents and other key people who are involved in the lives of our children.

I – Innovative approaches to providing services and developing economies of scale to the benefit of all children and staff.

R – Relationships between all our schools that values and respects their uniqueness, and where trust, autonomy and accountability go hand in hand – all this to achieve:

E – Excellent teaching, learning, leadership and professionalism resulting in excellent outcomes for all.

## **Members**

All companies must have at least one Member. IPMAT, according to its Articles, must have at least three. The Department for Education's policy is that Trusts should have five to avoid deadlock when passing a special resolution requiring a 75% majority. It is the intention that the Inspire Partnership MAT will have five.

The original Members are those individuals who agreed to establish the Trust and whose names have been entered onto the Register of Members, a register which must be kept by the Trust. Members' details are not filed with Companies House. The signatories to the Memorandum of Incorporation are automatically the initial Members.

The Members determine the ethos and purpose of the Trust (i.e. the provision of education) and the way it is governed (which are set out in the Articles of Association) and have the right (not an obligation) to participate in governance by appointing and removing Trustees. They also have a right to receive the Trustees' annual report and accounts and to attend general meetings of the Trust. In effect, the Members play an important role in overseeing and holding the Trustees to account for the governance arrangements of the Trust.

The Members are the equivalent of the shareholders in a commercial company but do not receive dividends. In simple terms, the Members "own" the Multi-Academy Trust. They have a number of statutory rights which are set out in the Trust's Articles of Association. The Articles can be reviewed when necessary.

The Members do not have any specific duties imposed on them by the Companies Act 2006 but are asked to provide a 'guarantee' such that if the IPMAT were to be wound up and the assets did not meet all of its liabilities, they would be asked to contribute no more than £10.

Members should only need to meet once a year at the Annual General Meeting unless and extraordinary meeting has to be arranged.

Members' have statutory rights and have:

- the right to remove Trustees by means of an ordinary resolution (ie a majority vote) before the expiration of his or her term of office. However, the Act contains a very detailed procedure that must be adhered to and is not recommended without taking legal advice.
- the right to amend the Articles by means of a special resolution (ie a 75% majority vote) subject to any consent required by third parties. For example, if amendments are proposed to the Academy Trust's charitable purposes, it is likely that the consent of the Charity Commission would be required and the Secretary of State for Education (via the Education Funding Agency (EFA)), which would need to consent to either changes relating to the appointment and resignation/removal of Members and Trustees or changes depending on the version of the Articles that the IPMAT has in place. It is also not possible for amendments to be made to the Articles which would cause the Academy Trust to cease being a charity.
- the right to receive the annual accounts but not to approve the annual accounts. The Trustees approve the annual accounts once prepared. The Trust's financial year end is 31 August and the accounts must be filed with Companies House by 31 May the following year. It is this date (31 May) by which the Members must receive the annual accounts although they may, of course, receive them earlier.
- the right to appoint the auditors In each financial year when there is a 28 day period of appointing auditors which begins from the date on which the audited accounts for the last financial year were circulated to the Members. During this period, the Members may appoint or re-appoint an auditor. If this doesn't happen, the current auditor remains in office until the Members pass a resolution to re-appoint or remove them.

Members also have rights under the Articles and can:

- appoint Trustees. The Articles provide that the Members may appoint up to a total of 11 Trustees by ordinary resolution through such process as they determine. Such appointments can take place either at a meeting of the Members or by writing to each Member at other times during the year.
- appoint and remove Members. The Articles provide that the Members may either pass a special resolution in writing (i.e. a 75% majority vote) or a written unanimous resolution to appoint additional Members and to remove any such additional Members, provided that such appointment or removal is in the best interests of the IPMAT. The Members may also be able to agree to remove any Member who was a signatory to the Memorandum (save

that the agreement of the Member concerned is not required) and provided that such removal is in the best interests of the Academy Trust. While Members can be Trustees, retaining some distinction between the two layers ensures that Members, independent of the Trustees, provide oversight and challenge - this is especially important in multi academy trusts in which Trustees are responsible for a number of academies.

**PLEASE NOTE:**

1. Structures in which Members are also employees are not considered by DfE to be an effective model of governance and is therefore prohibited.
2. The Academies Financial Handbook requires the appointment of any new Member to be notified to the EFA (via Edubase) within 14 days of the appointment.
3. The appointment and resignation / removal of Members does not need to be notified to Companies House.
4. The Academy Trust's statutory books / registers should include a register of Members which should be kept up-to-date particularly on appointment and removal / resignation.

**The Annual Members' Meeting** should take place in the second half term of the spring term or early in the summer term, ensuring it takes place before the accounts have to be submitted to Companies House by last day in May. The annual accounts must be circulated to Members at least two weeks before the meeting takes place.

**Agenda for Annual Members' Meeting**

1. Elect a Chairman for the meeting
2. Apologies for absence
3. Declaration of interest in respect of any items on the agenda
4. Minutes of the last meeting
5. CEO's Annual Report
6. Trustees' Report and Financial Statements for the period ending 31<sup>st</sup> August 2017
  - Circulated prior to meeting
  - Already accepted by the Trustees on .....
  - Accounts will be submitted to Companies House by 31<sup>st</sup> May, 2018 for publication on their web-site and on the Inspire Partnership Multi-Academy Trust web-site
  - CFO to be available at the meeting to answer questions
7. Appointment of Company's auditors for next year
8. Notification of change of Members/Trustees
9. Any Other Business
10. Date of next AGM

**Trustees**

The Trustees of the IPMAT are those people responsible for the carrying out of the business of the Trust, i.e. the running of the Academies/Schools, though management responsibility will be delegated further still to a leadership group made up of executive officers, such as the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Operations Officer (COO) and the Headteachers of the Academies/Schools. The Trustees are under a fiduciary duty to act in the best interest of the Trust. Members do not have the same fiduciary responsibility.

## **Core Functions**

The Board of Trustees manages the business of the academy trust and should focus on three core functions of governance:

- Ensuring clarity of vision, ethos and strategic direction
- Holding the CEO to account for the educational performance of the academies, the pupils and the performance management of staff
- Overseeing the financial performance of the trust and making sure money is well spent

The Board of Trustees must ensure compliance with the trust's charitable objectives and with company and charity law, and the adherence to the trust's funding agreement with the Secretary of State.

The Board's main focus is on strategy, performance and assurance rather than on operational matters and this should be reflected in what is delegated. It must be remembered that although functions can be delegated, accountability cannot.

The Articles of Association effectively give the Board the right to delegate any of its functions to an individual trustee, the chief executive or to a committee.

The Board is also responsible for:

- the recruitment of each Academy's Headteacher;
- the performance management of each Academy's Headteacher;
- determining human resources policy and practice;
- overseeing each Academy's budget;
- assessing the risks of each academy.

If any of the Board's functions are delegated, decisions by committees or individual trustees must be reported back to the Board where the responsibility for decisions lies.

## **The Appointment of Trustees**

The number of Trustees cannot be less than three but shall not be subject to any maximum. The Members may appoint by ordinary resolution up to eleven Trustees. The Academy Trust may also have co-opted Trustees appointed by Trustees, who have not themselves been co-opted. Each Trustee can serve a term of four years. Subject to remaining eligible to be a particular type of Trustee, any Trustees may be reappointed or re-elected at a General Meeting.

The total number of Trustees, including the Chief Executive Officer if they so choose to act as Trustee, who are employees of the Academy Trust shall not exceed one third of the total number of Trustees. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Chief Executive Officer to the extent he or she is a Trustee. Trustees are appointed or co-opted to bring specific skills and experience to the board for the benefit of the Academy.

At the present time (September 2018), the Board of Trustees consists of six Trustees appointed by the Members and three Co-opted Trustees. No Trustee is an employee of the Academy Trust.

### **Board of Trustees link to LGB**

In order that the Board of Trustees and the LGBs can have good communications with each other, the Chair of the Board of Trustees holds three meetings per year with the Chairs of the LGBs. These meetings take place termly and the dates for the meetings are arranged by the end of the previous Summer Term. The Chair of the Board of Trustees will then report on his meetings at full meetings of the Board of Trustees. The Chair of the Board will also meet the Academy/School Headteachers on two occasions during the course of the year.

### **New Trustees**

In order to gain more understanding of how the Trust works, newly appointed Trustees should be given the most recent:

- CEO report to the Board;
- Annual audited accounts for the Trust;
- Papers submitted to the Board about financial performance;
- Report on pupil voice across the MAT;
- Report on parent surveys for each Academy across the MAT;
- Report on the staff survey;
- DfE performance tables for the MAT.

### **Committee Structure**

The Board at this time has two committees: the Standards & Curriculum Committee (covering all educational and pupil-related issues); and the Resources & Audit Committee (covering finance, staffing and premises).

From September 2018, the Committees will consist of half of the total number of Trustees sitting on each Committee and the Chairs (or a governor) of each of the LGB ensuring that half of them sit on one of the Committees. The Committees will be quorate if three Trustees are present. LGB representatives will not have voting rights. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of the Trustees present. The organisation of the Committees in this way enables each Academy to be represented on one of the two Committees.

The Chair of the Trustees should attend each Committee as will the CEO. The CFO and COO should attend the Resources & Audit Committee. The Deputy CEO / School Improvement Partner should attend the Standards & Curriculum Committee.

The Chair of each Committee will be appointed by and from the Board annually. The CEO or Head Teacher of an Academy may not act as Chair of the Committee.

The Committees are responsible to the Board of Trustees. Each Committee has its own Terms of Reference which has been adopted by the Board and can only be amended with the approval of the Board.

Each Committee is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by the Board. The Committees are authorised to request any information required from any employee of the Trust and all employees are directed to co-operate with any request made by the Committees.

The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

## **Meetings**

All meetings of the Board and Committees take place on Tuesdays at 4.30pm and dates for the academic year are fixed at the end of the previous Summer Term. A Clerk must be present at all meetings and minutes recorded. The agenda, minutes of the previous meeting and any reports should be sent out no later than seven days before each Board / Committee meeting. Chairs should receive a copy of the draft minutes no later than a week after a meeting. Confidential items should not be minuted.

## **Meetings of the Board of Trustees**

The Board of Trustees shall meet once per term and include its Annual General Meeting in its autumn term meeting. Each term, there is also one meeting for each of the two committees, whose meetings are reported to the next board meeting. At present, all meetings take place on Tuesdays at 4.30pm. It may be necessary to call an extra meeting if need arises.

## **Attendance**

It is important that Trustees make every effort to attend and, to help Trustees, dates are fixed for the next year by the end of the summer term. Attendance is important and Trustees' attendance at meetings has to be reported in the Trustees' annual report which is included in the IPMAT's audited accounts. The Trust also has to publish the names of trustees and their attendance records on its website.

## **Quorum**

Meetings are quorate if three Trustees or one-third are present (whichever is the larger). If a vote is required to remove the Chair or a Trustee, it will require two-thirds of Trustees present, rounded up to a whole number. This is stated in the Articles of Association.

All Trustees should contribute to meetings to ensure discussion and debate. Trustees must never be afraid to ask questions throughout meetings.

## **Termly Meeting**

Each termly meeting of the Board of Trustees should include:

1. The Chief Executive Officer's report:
  - the performance of the Trust overall and each school within it;
  - contextual information ie any changes or updates to be reported eg enlarging the Trust;
  - update on the Trust's strategic plan, demonstrating where progress is on course or where less progress is being made, reporting on any issues which have arisen;
  - any high risks to the organisation and how they are being addressed;
  - any feedback from stakeholders: pupils, parents, staff;
  - training needs;
  - an annual report from each LGB, stating what has gone well, where it could improve and the impact it is having;
  - horizon scanning: what is likely to happen in the future and the effect it will have on the Trust;
  - major management issues: key staffing changes at senior level and key management decisions that Trustees should be made aware of.

2. The Chair of the Trustees to report on termly meeting held with LGB Chairs.
3. The Chief Financial Officer (CFO) should give a summary of the overall financial position of the Trust and any issues from individual academies.
4. The Chief Operations Officer (COO) should report on safeguarding, HR issues and any matters regarding the general running of the Trust.
5. Important correspondence which needs bringing to the attention of the Board.
6. The minutes of the Resources & Audit and Standards & Curriculum Committees should be shared at the termly meetings and Chairs of the Committees should be available to discuss any points raised.

### **Data and Academy Performance**

All Trustees need to understand performance in relation to the following external data:

- Early Years Foundation Stage (EYFS) – baseline and end of Reception;
- Year 1 Phonics Screening;
- Key Stage 1 and Key Stage 2 data – progress and attainment;
- Floor standard – whether academies are falling below the DfE’s floor standard;
- ‘Coasting’ – whether any academy falls into the ‘coasting’ school definition;
- Disadvantaged pupils and any gap between them and their peers;
- Attendance rates and any negative links to performance. Trustees should seek reasons for poor attendance and ask what strategies are in place to improve it.

It is necessary to know how each academy performs compared with other local schools and against national data.

In addition, it is important to receive information about different groups of pupils and their achievement compared with other groups in the academy. Such groups are:

- Pupil premium pupils;
- Boys and girls;
- Pupils with special educational needs and disabilities (SEND);
- Pupils with English as a second language;
- Ethnicity.

If there are issues regarding data or pupil groups, Trustees should always ask for explanations as to why the situation is, how it is and what is being done to improve performance.

### **Standards & Curriculum Committee**

It is the role of the Standards & Curriculum Committee to monitor and advise the Board of Trustees all educational and pupil related areas:

- The curriculum: all academies should provide a broad and balanced curriculum;
- Performance of all pupils: attainment, progress and achievement in relation in particular to Reading, Phonics, Writing and Mathematics;
- Monitoring due diligence and post-OFSTED action plans along with other formal evaluation reports received about each Academy;
- SEND and inclusion;
- Leadership standards;
- Pupil, parent and staff surveys;
- Health & Safety and Safeguarding;



- Admissions and Mobility;
- Equal opportunities;
- Partnership working;
- Community engagement;
- Governance effectiveness;
- Professional development of academies' staff and training needs of governors and trustees.

To ensure Trustees gain greater insight into the individual Academies within the MAT, the Headteacher of each of the Trust academies should be invited to attend a Standards & Curriculum Committee meeting to give a short presentation on the work of their school. The Chair of the LGB could also be in attendance. As the Trust has eight schools at this time, this should enable a four year cycle with two presentations each year. The presentation, which should not be longer than 30 minutes, should be the first item at the Spring and Summer Term meetings.

The remit for the Standards & Curriculum Committee is large. It would be impossible to have in depth discussion on all the items listed above at every meeting. The termly agenda should not be expected to include every area at every meeting.

The Committee may use exception reporting in relation to receiving performance information to fulfil its detailed responsibilities. The Committee will receive a summary of positive performance to accompany exception reports.

#### Detailed Responsibilities

##### Curriculum and Quality

- The Academies' statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social, sex and relationships education, British values and cultural learning;
- Extra - curricular activities;
- The educational needs of all pupils attending the Trust's Academies;
- The Trust's policies in relation to its Curriculum Statement;
- To determine and update relevant strategies relating to the above.

##### Performance and Standards

- To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the OFSTED framework, providing challenge and recommending remedial actions where required in line with the School development Plan.

##### Self-Assessment and Review

- To receive information on curriculum and quality issues for each of the Trust's Academies;
- To receive progress reports on the implementation of post-OFSTED action plans, due diligence action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Quality Improvement Plans and strategies;
- To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each Academy.

## **Resources & Audit Committee**

It is the duty of the Resources & Audit Committee to monitor and advise the Board of Trustees on all matters related to finance, staffing and premises. It will:

- fulfil its responsibilities in line with the Academies Financial Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education;
- consider any relevant legal and contractual documentation operating within the Articles of Association, Scheme of Delegation, Funding Agreement and Financial Regulations;
- monitor the budgets of the Trust and each of the Academies;
- advise the Trust Board on progress to achieving its financial objectives;
- monitoring policies relating to finance, staffing and buildings, including Health and Safety, capitalisation, depreciation, treasury management, investment and borrowing;
- acquire or dispose of land to be used by the Academies;
- monitor the financial elements of the Risk Management Policy including Health and Safety, buildings and insurance;
- manage the accounts of the Trust, and advise the Trust Board on the year end accounts;
- monitor strategic matters with financial implications concerning sponsorship of Academies;
- monitor policies in relation to non-educational services such as Human Resources, publicity and marketing and to agree changes as necessary;
- monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Trust Board on the effectiveness of such resources;
- advise the Trust Board on the remuneration packages of the CEO, other senior officers and Headteachers and in doing so shall consider the following component elements:
  - basic salary;
  - pension provisions;
  - the main terms and conditions of each individuals' service agreement, with particular reference to the notice provisions.

All decisions must take account of the Trust budget.

## **Local Governance Board (LGB)**

Each Academy/School will have its own LGB. The LGB is in effect a committee of the MAT Board of Trustees, the governing body of the Trust. Sub-committees will not be required. The LGB's main purpose is to support and challenge the MAT CEO and its Headteacher, making sure every child makes good or outstanding progress and that all parents /carers are involved in their child(ren)'s education. As the Board of Trustees manages major areas such as finance, staffing, H&S and HR, the LGB can focus on the most important areas for the children and the Academy/School. It is expected that the LGBs will shrink in size as governors' terms of office come to an end.

One member of each LGB, the Chair where possible, should be the Academy's/School's representative on one of the Board's Committees.

### **Reducing the size of the LGB:**

As and when appropriate, the size of LGBs will be reduced as terms of office come to an end. Eventually, the LGB should consist of: the Headteacher; one other staff member; at least two parents and three co-opted governors. Up to 2 members of school staff can be an observer at LGB Meetings. When a parent governor's term of office ends and the child(ren) has left the school, the parent can become one of the co-opted members if the LGB wishes to retain him/her.

## **LGB Role**

The LGB has to contribute to the strategic direction of its Academy/School and the MAT by contributing to discussions at meetings which consider:

- vision and values;
- clear and ambitious strategic priorities and targets;
- access of children, including those with special educational needs, to a broad, balanced and engaging curriculum; ensuring all groups and individuals are making good or better progress;
- safeguarding
- the quality of teaching;
- the implementation of the Trust's policies;
- the development of links with the local community; and
- the establishment of mechanisms to promote good parent/carer/family relation

It must hold senior leaders to account by monitoring the Academy's/School's performance which includes:

- agreeing the outcomes from the Academy's/School's self-evaluation and ensuring they are used to inform the priorities in the Academy's/School's action and development plan;
- considering all relevant data and feedback provided on request by Academy's/School's leaders, the Board of Trustees and other external sources on all aspects of Academy's/School's performance;
- asking challenging questions of Academy's/School's leaders;
- ensuring senior leaders have implemented the required policies and procedures and the Academy/School is operating effectively according to those policies;
- acting as a link governor on a specific issue, making relevant enquiries of the relevant staff, and reporting to the governing body on the progress on the relevant Academy/School priority;
- and listening to and reporting to the Academy's/School's stakeholders: pupils, parents, staff, and the wider community, including local employers.

When required, the Trust Board may invite members of the LGB to:

- appoint staff in the Academy/School;
- hear discipline, admissions and appeals cases

The LGB members must follow the principles and commitments set out in the Trust's Code of Conduct. They do not run the Academy/School but support, challenge and scrutinize the work of the school Headteacher and staff, overseeing the Academy's/School's long-term development in conjunction with the Trust.

The LGB relies on people bringing with them a variety of experiences and perspectives. No specific prior knowledge is required. The appointed members will have a range of skills and come from a range of backgrounds. Training and support will be available for new and existing LGB members.

## **Finance**

The annual budget will be set by the Head and Office Manager, overseen by the CFO. It will continue to be monitored in the usual way over the course of the financial year. LGBs no longer require a sub-committee for finance as the budget position is reported at each meeting on the IPMAT Budget Position form.

## **Agenda for LGB Meetings**

As from September 2018, the agenda should include the following items under the OFSTED reporting headings. It is not expected that every item will be discussed each meeting although most will. During the course of the year, every area should be discussed at least once.

### **Overall effectiveness**

- Pupil, parent, teacher questionnaires
- Extra-curricular activities
- Partnership work
- Links with the local community

### **Effectiveness of leadership and management**

- Headteacher's Report
- Budget position reported
- School Development Plan
- Implementation of the MAT's/school's policies
- Setting clear and ambitious priorities and targets
- Governance – monitoring, training, skills audits

### **Quality of teaching, learning and assessment**

- Curriculum issues: ensuring a broad, balanced and engaging curriculum is delivered to all children. This should include spiritual, moral, social and cultural education, PSHE, British values, RE and Collective Worship and Sex and Relationship Education
- Monitoring of lessons and books, pupil progress meetings
- Performance Management: ensuring it is taking place and objectives set; and report that cycle has ended (needs to have been raised at two meetings during the course of the year)
- Professional development

### **Personal development, behaviour and welfare**

- Safeguarding and H&S, Premises
- Behaviour, attendance, exclusions, parent/carer/family relation issues

### **Outcomes for pupils**

- Pupil progress and performance throughout the school for all groups and individuals in: Reading; Writing; Mathematics; Phonics (Yr1); Grammar, Spelling and Punctuation (KS2) At least annual reporting of standards in Foundation subjects
- Monitoring needs and progress of pupils groups: disadvantaged children (pupil premium); SEND; looked after children, EAL

### **Early years provision**

- Baseline position of all pupils
- End of Reception attainment position
- Teaching & Learning
- Curriculum
- Safeguarding


## Typical Agenda for LGB Meetings

Each meeting should include the following agenda items

1. Apologies for Absence
2. Declaration of Interest
3. Minutes of Last Meeting
4. Matters Arising
5. Correspondence
6. **Effectiveness of leadership and management**
  - Headteacher's Report
  - Budget Position
  - School Development Plan: annual adopting of the plan and termly updates
  - Governance – monitoring, training, skills audits – reports when required
7. **Quality of teaching, learning and assessment**
  - Curriculum issues / Monitoring of lessons and books, pupil progress meetings
  - Staff Professional Development update
8. **Personal development, behaviour and welfare**
  - Safeguarding and H&S, Premises
  - Behaviour, attendance, exclusions, parent/carer/family relation issues
9. **Outcomes for pupils**
  - Pupil progress and performance throughout the school for all groups and individuals
  - Monitoring needs and progress of pupils groups: disadvantaged children (pupil premium); SEND; looked after children, EAL
10. **Early years provision:**
  - Assessment, Teaching & Learning, Curriculum, Safeguarding
11. **Overall effectiveness:**
  - Pupil, parent, teacher questionnaires, Extra-curricular activities, Partnership work, Links with the local community (not all areas to be discussed at each meeting)
12. AOB
13. Date of next meeting

## APPENDIX

### 1. Inspire Partnership Multi-Academy Trust Model of Governance

Members		
Board of Trustees Trustees+CEO+SIP+CFO+COO		
<i>Standards &amp; Curriculum Committee</i>		<i>Resources &amp; Audit Committee</i>
<b>Ackton Pastures Primary Academy</b> Academy Committee (LGB)	<b>Ash Grove Primary Academy</b> Academy Committee (LGB)	<b>Fitzwilliam Primary School</b> Academy Committee (LGB)
<b>Gawthorpe Community Academy</b> Academy Committee (LGB)	<b>Girnhill Infants School</b> Academy Committee (LGB)	<b>Half Acres Primary Academy</b> Academy Committee (LGB)
<b>South Hiendley J. I. &amp; EY School</b> Academy Committee (LGB)		<b>Towngate Primary Academy</b> Academy Committee (LGB)

### 2. Committee Terms of Reference

#### 2.1 Standards & Curriculum Committee: Terms of Reference

##### 1 Constitution

- 1.1 The Inspire Partnership Academy Trust Board has resolved to establish a Standards & Curriculum Committee to advise the Board on matters relating to the Trust's curriculum, quality and standards.
- 1.2 The Committee is responsible to the Trust Board.
- 1.3 The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

##### 2 Authority

- 2.1 The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.
- 2.2 The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

##### 3 Main Duties

- 3.1 To monitor and advise the Trust Board by written report each term on the following:
  - 3.1.1 Data on attainment and achievement for all of the Trust's academies
  - 3.1.2 School improvement work and leadership
  - 3.1.3 Overall performance of each of the academies
  - 3.1.4 Leadership standards
  - 3.1.5 Governance effectiveness.
- 3.2 To monitor and advise the Board on:
  - 3.2.1 Special Educational Needs (SEN) and inclusion;
  - 3.2.2 Partnership working
  - 3.2.3 Admissions
  - 3.2.4 Safeguarding arrangements
  - 3.2.5 Community engagement.

#### **4 Detailed Responsibilities**

In the context of the Inspire Partnership Trust's Mission Statement determined by the Members and the Board, the Committee shall consider and advise the Board on the matters outlined in sections 4.1 & 4.2.

##### **4.1 Curriculum and Quality**

4.1.1 The Academies' statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social and cultural learning;

4.1.2 Extra-curricular activities;

4.1.3 The educational needs of the pupils attending the Trust's academies

4.1.4 To determine and update relevant strategies relating to the above.

##### **4.2 Performance and Standards**

4.2.1 To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the Academy Development Plan.

##### **4.3 Self-Assessment and Review**

4.3.1 To receive information on curriculum and quality issues for all the Trust's academies

4.3.2 To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Quality Improvement Plans and strategies

4.3.3 To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each Academy.

#### **5 Administration**

5.1 The Standards & Curriculum Committee will meet at least once per term. The Committee's Chair or any two Committee members may call a meeting.

5.2 The Committee will consist of a minimum of three members of the Board. Members of the Committee are appointed annually. The Chair of the Board may be an ex officio member of the Committee.

5.3 Additionally, local governing board members (one from each school with four maximum at this time) with particular expertise or interest will be appointed to the Committee by the Board of Trustees. These members of the Committee will have full participation rights but no voting rights.

5.4 The CEO will be an ex officio member of the Standards Committee.

5.5 Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

5.6 The Chair of the Standards & Curriculum Committee will be appointed by and from the Board annually. The CEO or Head Teacher of an Academy may not act as Chair of the Committee. Any other employees of the Trust may also not act as Chair, other than in exceptional circumstances agreed by the Board. If the Chair is absent from a meeting the Board shall choose another Board member to act as Chair for that meeting.

5.7 The Standards & Curriculum Committee will be quorate if at least three members (or at least one third if greater) of those members eligible to vote are present.

5.8 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

5.9 Administrative support will be provided by the Clerk to the Board.

5.10 Agendas will be agreed in advance by the Chair of the Standards & Curriculum Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

- 5.11 Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.
- 5.12 The Standards & Curriculum Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- 5.13 The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

**NOTE**

If a member of the Committee withdraws from the meeting due to a conflict (or potential conflict) of interests, the meeting must still be quorate in order for a vote to be conducted.

**2.2 Resources & Audit Committee: Terms of Reference**

**1. Constitution**

- 1.1 The Board of Trustees has resolved to establish a Resources & Audit Committee to advise the Board on matters relating to the Trust’s audit arrangements and systems of internal control and to aid the Board’s responsibility to ensure sound management of the Trust’s finances and resources, including proper planning, monitoring and probity.
- 1.2 The Resources & Audit Committee is responsible to the Board.
- 1.3 The Committee must report on any decisions taken in accordance with the Scheme of Delegation and delegated powers, including the academies assets, depreciation and removal of such items from the asset register.
- 1.4 The Committee’s Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

**2. Authority**

- 2.1 The Resources & Audit Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 2.2 The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board.

**3. Duties**

- 3.1 The Resources & Audit Committee is required to fulfil its responsibilities as set out in these Terms of Reference in line with the Academies Financial Handbook, the Trust’s Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education:
  - 3.1.1 The Committee advise the Board and Accounting Officer on the adequacy and effectiveness of the Trust’s governance, risk management, internal control and value for money systems and framework;
  - 3.1.2 Produce an annual report in respect of the above;
  - 3.1.3 Advise the Board on the appointment, re-appointment, dismissal and remuneration of the external auditor.
  - 3.1.4 Advise the Board on the need for and then, where appropriate, the appointment, re-appointment, dismissal and remuneration of an internal auditor or other assurance provider.
  - 3.1.5 Advise the Board on an appropriate programme of work to be delivered by independent assurance providers. This programme of work should be to be derived from the Resources and Audit Committee’s regard of the key risks faced by the Trust, the assurance framework in place and its duty to report to the Board, as detailed in point a above.



- 3.1.6 Ensure that where a full internal audit service is commissioned the service provider complies with the standards set by the Chartered Institute of Internal Auditors. This will mean the internal audit provider must conform to the Public Sector Internal Audit Standards.
- 3.1.7 Review the external auditor's annual planning document and approve the planned audit approach.
- 3.1.8 Receive reports (assignment reports, annual reports, management letters etc) from the external auditor, internal auditor and other bodies (for example the EFA) and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Board or other committee for information or action.
- 3.1.9 Regularly monitor outstanding audit recommendations from whatever source and ensure any delay to agreed implementation dates are reasonable.
- 3.1.10 Establish and monitor KPIs with regard to the performance of the external auditor, internal audit or other assurance provider.
- 3.1.11 Review the Trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately.
- 3.1.12 Consider any additional services delivered by the external auditor, internal auditor or other assurance provider and ensure appropriate independence is maintained.
- 3.1.13 Ensure appropriate co-operation and co-ordination of the work of the external auditor and internal auditor.
- 3.1.14 Meet with the external auditor and internal auditor or other assurance provider, without management present, at least annually.

#### **4. Finance**

- a. Subject to the detailed requirements of the Academies Financial Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider and advise the Trust Board on the following specific matters:
- b. The annual estimates of income and expenditure and financial forecast for the Trust and its academies;
- c. Monitoring of revenue finances of the Trust and its academies and advising the Trust Board on progress to achieving its financial objectives;
- d. Monitoring of policies relating to finance, staffing and buildings, including Health and Safety, capitalisation, depreciation, treasury management, investment and borrowing;
- e. The acquisition or disposal of land to be used by the academies;
- f. The financial elements of the Risk Management Policy including Health and Safety, buildings and insurance;
- g. The management accounts of the Trust, and to advise the Trust Board on the year end accounts;
- h. Strategic matters with financial implications concerning sponsorship of academies;
- i. The Financial Regulations, to be reviewed on an annual basis;
- j. To consider any relevant legal and contractual documentation operating within the Articles of Association, Scheme of Delegation, Funding Agreement and Financial Regulations;
- k. To monitor policies in relation to non-educational services such as Human Resources, publicity and marketing and to agree changes as necessary;
- l. To monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Trust Board on the effectiveness of such resources.

#### **5. Remuneration**

- a. The Committee shall advise the Trust Board on the remuneration packages of the CEO, other senior officers and Headteachers and in doing so shall consider the following component elements, ensuring all increases take account of the needs of the Trust budget:
  - i. basic salary;
  - ii. pension provisions;

- iii. the main terms and conditions of each individuals' service agreement, with particular reference to the notice provisions.
- b. The Committee shall evaluate annually the specific remuneration package for the CEO, against pre-established performance goals and objectives.
- c. The Committee shall receive a report from the CEO on the performance of the Headteachers and for the recommendation on Headteacher pay.
- d. The Committee shall receive a report from the Chair of the Board of Trustees on the performance of the CEO.
- e. The Committee will review and assess performance targets, goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.
- f. The Committee shall advise the Trust Board of any compensation (including augmentation of pension benefits) which may be payable in the event of early termination of the employment of the CEO, Headteachers or any senior member of staff with the broad aim of: avoiding rewarding poor performance and dealing fairly with cases where early termination is not due to poor performance.
- g. The Committee shall routinely review and approve any changes to the job description of the CEO, and ensure this happens whenever the configuration, makeup and membership of the Trust changes.
- h. The Committee shall hold oversight of the pay and conditions of service of all employees of the Trust.

#### **6. Administration**

- a. The Committee will meet at least once per term. The Chair or any two members may call an additional meeting.
- b. The Committee will consist of a minimum of three members of the Board. Members of the Committee are appointed annually. At least one member of the Committee should have financial experience. The Chair of the Board may be an ex officio member of the Committee.
- c. Additionally, local governing board members (one from each school with four maximum at this time) with particular expertise or interest will be appointed to the Committee by the Board of Trustees. These members of the Committee will have full participation rights but no voting rights.
- d. The Chair of the Board, even if not a member of the Committee, can attend the Resources & Audit Committee but will only vote if a member of the Committee. The CEO should be attend but will not have voting rights discretion.
- e. The Chair of the Resources & Audit Committee will be appointed by the Board and will not be a member of any other committee. If the Chair is absent from a meeting, the members shall choose another member, who is also a member of the Board, to act as Chair for that meeting.
- f. Staff employed by the Trust should not be members of the Resources & Audit Committee.
- g. The Committee will be quorate if two members are present (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those members present are required to be Board members.
- h. The Chief Financial Officer should attend each meeting and other Trust officers may be invited to attend. None will have voting rights.
- i. Administrative support will be provided by the Clerk to the Board/Governing Body or his/her deputy.
- j. The agenda for meetings will be agreed in advance by the Chair of the Resources & Audit Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- k. Minutes of meetings will be taken and will be submitted in the next scheduled meeting of the Board once approved in draft by the Chair of the Resources and Audit Committee.

- l. Decisions made at meetings of the Committee shall be determined by a majority of votes of eligible members present and voting. Where there is an equal division of votes the Chair shall have a second or casting vote.
- m. The Resources & Audit Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- n. The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever will happen first).
- o. The Board must not add to these Terms of Reference responsibilities that require the Audit Committee to adopt an executive role, or its members to offer professional advice to the Board. The Resources & Audit Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Directors and co-optees and only within their terms of reference.

**NOTE**

If a member of the Committee withdraws from the meeting due to a conflict (or potential conflict) of interests, the meeting must still be quorate in order for a vote to be conducted.

**3. Terms of reference for the Academy Local Governance Board**

- To act on matters delegated by the Board of Trustees
- To report on the Local Governance Board (LGB) to the Board of Trustees.
- To contribute to the Academy / School Development Plan.
- To consider safeguarding and equalities implications when undertaking all LGB functions.

**Structure**

- The maximum number of the LGB will eventually be 7.
- The LGB will identify a Pupil Premium Governor; Safeguarding Governor; and SEND Governor. However **all** member of the LGB will have responsibility for all three areas collectively.

**Meetings**

- LGB will have 3 meetings a year AND Local Governors will also attend 3 governance days within the academy. In some circumstances the LGB may need to meet more regularly - this be left at the discretion of individual LGB or as directed by the Trust.
- The Annual General Meeting of the LGB will take place at the beginning of the Autumn Term meeting.
- The dates for the year's meetings and the governance days will be set at the end of the Summer Term of the previous academic year and circulated. There is an expectation that the Local Governors attend all meetings / days.
- LGB meetings will not be open to the public but minutes shall be made available. Information relating to a named person or any other matter that the LGB considers confidential does not have to be made available for inspection.
- In the absence of the chair, the LGB shall choose an acting chair for that meeting from among their number.
- In the absence of the clerk the LGB shall choose a clerk for that meeting from among their number (someone who is not the Headteacher).
- The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting.
- Any decisions taken must be determined by a majority of votes of LGB members present and voting.

### **Quorum**

- This must be not less than three members of the LGB and will not be quorate if the majority is Academy based employees.

### **General**

- To ensure the vision and values of the Academy/School and MAT are followed.
- To ensure the children are set clear and ambitious strategic priorities and targets.
- To agree the outcomes from the Academy's/School's self-evaluation and ensure they are used to inform the priorities in the Academy's/School's action and development plan;
- To consider considering all relevant data and feedback provided on request by Academy's/School's leaders, the Board of Trustees and other external sources on all aspects of Academy's/School's performance.
- To ask challenging questions of the Academy's/School's leaders.
- To ensure safeguarding and health and safety policies and procedures are in place and followed and children and staff are in a safe environment.
- To develop and review policies identified within the Academy's / School's policy review programme and in accordance with its delegated powers (e.g. sex education and pupil behaviour/discipline) and ensure they have been implemented and are operating effectively.
- To ensure that the requirements of children with special needs are met, as laid out in the Code of Practice, and receive termly reports from the Headteacher.

### **Curriculum Planning and Scrutiny**

- To review, monitor and evaluate the curriculum offer.
- To ensure all children, regardless of ability and need, have access to a broad, balanced and engaging curriculum; ensuring all groups and individuals are making good or better progress.

### **Assessment and Improvement**

- To monitor and evaluate the effectiveness of leadership.
- To monitor and evaluate the impact of quality of teaching on rates of pupil progress and standards of achievement.
- To monitor and evaluate rates of progress and standards of achievement by pupils, including any underachieving groups.
- To monitor and evaluate the impact of continuing professional development on improving staff performance.
- To set priorities for improvement, and monitor and evaluate the impact of improvement plans which relate to the LGB's area of operation.
- To monitor and evaluate provision for all groups of vulnerable children (e.g. looked after children) and ensure all their needs have been identified and addressed, and to evaluate their progress and achievement.
- To regularly review and develop the Assessment Policy and to ensure that the policy is operating effectively.
- To consider recommendations from external reviews of the Academy, agree actions as a result of reviews and evaluate regularly the implementation of the plan.
- To ensure that all children have equal opportunities.
- To advise the resources committee on the relative funding priorities necessary to deliver the curriculum.

### **Engagement**

- To maintain mechanisms which promote good parent / carer / family relationships with the school.
- To develop and maintain good links with the local community.
- To appoint a link governor to act on a specific issue, making relevant enquiries of the relevant staff, and reporting to the governing body on the progress on the relevant Academy/School priority;
- To gather the views from the Academy's/School's stakeholders (pupils, parents, staff, and the wider community, including local employers) and evaluate the findings.
- To monitor the school's publicity, public presentation and relationships with the wider community.
- To identify and celebrate pupil achievements.
- To oversee arrangements for educational visits, including the appointment of the named co-ordinator.
- To ensure all statutory requirements for reporting and publishing information are met and the school website content is fully compliant and presented in an accessible way.

#### **4. Articles of Association**

4.1 Please see our website for Articles of Association:

<http://www.ipmat.co.uk/key-information/trust-documents>

## 5. Scheme of Delegation



# 2018 / 2019 Scheme of Delegation

- ✓ Action to be undertaken at this level
- A Provide advice and support to those accountable for decision making

Area	Decision	Delegation						
		Members	Trust Board	TB Resources & Audit Committee	TB Standards Committee	CEO	Local Governing Bodies	Academy Headteacher
Governance framework								
People	Members: Appoint/Remove	✓						
	Trustees: Appoint/Remove	✓	A					
	Role descriptions for members	✓						
	Role descriptions for trustees/chair/specific roles/committee: agree	A	✓			A		
	Local governing bodies / chairs: appoint					A	✓	A
	Local governing bodies / chairs: remove		✓		A	A	✓	A
	Clerk to Trustees: appoint and remove		✓			A		
	Clerk to academy committees: appoint and remove		✓			A		
	CEO: Appoint		✓			-		
	CEO: Remove		✓			A		
	Trust Officers: Appoint/Remove		✓			A		
	Headteachers : Appoint/Remove Also Deputy Headteacher and Assistant Headteacher: Appoint/Remove		✓			A	A	
	Academy Staff: Appoint/Remove						A	✓

Area	Decision	Delegation						
		Members	Trust Board	TB Resources & Audit Committee	TB Standards Committee	CEO	Local Governing Bodies	Academy Headteacher
Systems and structures	Articles of association: review and agree	✓	A			A	A	
	Governance structure (committees) for the Trust: establish and review annually		✓			A	A	
	Terms of reference for board committees and scheme of delegation for local governing bodies: agree annually		✓			A	A	
	Local governing bodies skills audit: complete and recruit to fill gaps					A	✓	
	Trustee Academy committee Audit: complete and review to fill gaps	✓	A			A		
	Annual self-review of trust board and committees: complete annually		✓			A		
	Annual Self Review of Trust Board	A	✓					
Systems and structures	Annual self review of LGB: complete annually		A			A	✓	✓
	Chair of Trust's performance:	✓	✓					
	Trustee / LGB contribution: review annually	✓	✓			✓		
	Succession: plan		✓			A		
	Annual schedule of business for Trust Board: agree	✓	A			A		
	Annual schedule of business for LGB: agree	✓	✓			A		



Area	Decision	Delegation						
		Members	Trust Board	TB Resources & Audit Committee	TB Standards Committee	CEO	Local Governing Bodies	Academy Headteacher
Reporting								
Reporting	Publication on Trust's and Academies' / Schools' websites of all required details on governance arrangements: ensure		✓			✓		
	Annual report on performance of the Trust: submit to members and publish		✓				A	
Being Strategic								
Being Strategic	Determine trust wide policies which reflect the trust's ethos and values (facilitating discussions with unions where appropriate) including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: approve		✓			A		
	Determine academy / school level policies which reflect the academy's /school's ethos and values to include e.g. academy ethos & values. E.g. curricular behaviour.					A	✓	✓
	Central spend / top slice: agree		✓			A		
	Management of risk: establish register, review and monitor		✓			A		
	Engagement with stakeholders	✓	✓	✓	✓	✓	✓	✓

Area	Decision	Delegation						
		Members	Trust Board	TB Resources & Audit Committee	TB Standards Committee	CEO	Local Governing Bodies	Academy Headteacher
Being Strategic	Trust vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓			A	A	A
	Schools vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓			A	A	✓
	Budget plan to support delivery of trust key priorities: agree		✓			A		
	Budget plan to support delivery of school key priorities: agree		✓					A
	Trust's staffing structure: agree		✓			A		
	School staffing structure: agree						A	✓

Area	Decision	Delegation						
		Members	Trust Board	TB Resources & Audit Committee	TB Standards Committee	CEO	Local Governing Bodies	Academy Headteacher
Holding to account								
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓			A		
	Reporting arrangements for progress on key priorities: agree		✓			A		
	Performance management of the Chief Executive Officer: undertake		✓					
	Performance management of Academy / School Headteacher : undertake					✓	A	
	Performance management of Academy / School staff						A	✓
	Trustee monitoring: agree arrangements	✓						
	LGB overall performance monitoring: agree arrangements		✓				A	

Area	Decision	Delegation						
		Members	Trust Board	TB Resources & Audit Committee	TB Standards Committee	CEO	Local Governing Bodies	Academy Headteacher
Ensuring financial probity								
Ensuring financial probity	Appoint Chief Financial Officer for delivery of Trust's detailed accounting processes		✓			A		
	Trust's scheme of financial delegation: establish and review		✓			A		
	Academy's / School's scheme of financial delegation: establish and review		✓			A		
	External auditors' report: receive and respond		✓			A		
	CEO pay award: agree		✓					
	Academy/School Headteacher pay award: agree		✓			A		
	Staff appraisal procedure and pay progression: review and agree					A		✓
	Benchmarking and Trust wide value for money: ensure robustness		✓			A		
	Benchmarking and Academy/School value for money: ensure robustness		✓			A		
	Develop Trust wide procurement strategies and efficiency savings programme		✓			✓		
Review and approve Trust wide procurement strategies and efficiency savings programme		✓			A			