2022

Governance Pack

Smallwood CE Primary Academy

Anne-marie/LAURA TURNER

**Introduction**

To remind ALL Trustees/Non-Executive Directors (NED’s), that Smallwood CE Primary Academy is a Limited Company by Guarantee and that as NED’s you are bound by the code of conduct for NED’s. It is important that ALL NED’s read the following;

* Keeping Children Safe in Education (KCSIE)
* Academies Financial Handbook
* Governance Handbook
* Articles of Association & Memorandum of Understanding

**Effective governance is based on six key features:**

* Strategic leadership that sets and champions vision, ethos and strategy.
* Accountability that drives up educational standards and financial performance.
* People with the right skills, experience, qualities and capacity.
* Structures that reinforce clearly defined roles and responsibilities.
* Compliance with statutory and contractual requirements.
* Evaluation to monitor and improve the quality and impact of governance.

**Governance Structure**

**Members**

Chester Diocesan Board of Education – Chris Penn

Iain Borthwick,

Thomas Pear (Chair),

**Board of Directors (Trustees)**

Thomas Pear (Chair),

Helen Canham, (Vice Chair),

Andy Raynor,

Howard Hall,

Mike Caird,

Nicola Holt

Oliver Lofthouse

Iestyn Lewis

Anne-Marie Naylor

**SLT**

Head Teacher

Deputy Headteacher

CFO/School Business Manager

SENCo

**Statuary Area Leads**

H&S

Safeguarding

SENCo

Returning Officer

**Objectives of the Board**

**The principal objective of the board is to stabilise the trust and restore confidence with key stakeholders both nationally and within the community.**

**Key tasks**

1. To adopt new articles of association
2. To appoint new members and trustees
3. Appoint a professional Clerk
4. Put in place a clear governance structure
5. Deal with outstanding HR issues
6. Appoint a new Headteacher
7. Appoint to any vacancies in the structure
8. Undertake a skills audit of the Board
9. Agree training for Members and Trustees
10. Look at succession planning

**Board Forward Plan 23-24**

**To enable the Board to function effectively it is proposed that the board adopt the forward plan set out below**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Finance & Audit3pm | Teaching & Learning 4:30pm | Faith & Ethos 6pm | Pay5pm | Full Board6pm |
| Autumn term 2022 |
|  |  |  |  | 27th September |
| 29th November | 29th November | 29th November | 18th October | 13th December |
| Spring 2023 |
| 14th February | 14th February | 14th February |  | 27th March |
| Summer 2023 |
| 28th June | 28th June | 28th June |  | 17th July |

**Faith and Ethos Committee**

**Members**

3 members minimum

Head Teacher Faith Lead

**Terms of Reference**

**Membership**

A school’s Faith and Ethos Committee may consist of members of the Board of Trustees, the headteacher and members of staff, pupils and parents as Associate Members.

Memberships should include at least one Trustee appointed by the Diocese

Non-voting participants or guests may be invited to meetings by the committee as and when required.

The meeting will be chaired by a member of the committee.

**Quorum**

The quorum shall be not less than three members, including the headteacher but excluding non-voting participants.

**Meetings**

Procedures of any meetings will be minuted and these minutes presented at the next meeting of the Board. The committee shall meet at least once a term (3 times per year) and otherwise as required.

**Responsibilities**

The main function of the committee is to support, advise and challenge the headteacher and Board on matters relating to the distinctiveness and effectiveness of the school as a Church of England school and the impact which this has on pupils and the whole school community.

In particular, the committee is responsible for monitoring and evaluating the impact of the school’s distinctive Christian character and values on:

a) the headteachers vision in action for the school as a church school

b) pupils’ achievement, attendance, well-being and personal development

c) the effectiveness of opportunities for spiritual, moral, social and cultural (SMSC) development across the curriculum and in the wider life of the school

d) relationships across the school community

e) ways in which collective worship has a positive impact on all aspects of school life

f) opportunities for pupils to participate in planning, leading and evaluating collective worship

g) the quality and effectiveness of teaching and learning in religious education

h) the appointment and induction of new staff, including the appointment of a new headteacher

i) relevant policies

j) the types of partnership developed between the school and other communities, including parents, the parish church and the Diocese.

**Remuneration and Nominations Committee**

**Members**

4 members minimum

**Terms of Reference**

**Membership and Meetings**

1. A minimum of three Trustees will constitute the Committee. Additional members of the committee who are not Trustees may be appointed, but a majority of members must be Trustees.
2. No employee of the Trust shall be a member of the committee.
3. The Chair of the committee, being someone other than the Chair of Trustees, will be elected annually from among the membership of the committee.

**Responsibilities**

**Senior Employee Remuneration**

1. To consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the HeadTeacher/Chief Executive Officer and such other members of the Executive Team as the Trust Board shall from time to time direct.
2. To seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors
3. To consider the outcome of every appraisal of the performance of the Chief Executive Officer and such other senior executives as the Board shall from time to time direct.
4. To make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives as the Trust Board shall from time to time direct with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Academy Trust and its progress towards fulfilling its objectives.
5. To make recommendations to the Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives.
6. To determine the policy for and scope of pension arrangements, service agreements for senior executives, termination payments and compensation commitments.
7. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.
8. Ensure plans are in place for orderly succession to board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future.
9. Keep under review the leadership needs of the organisation, both executive and nonexecutive, with a view to ensuring the continued ability of the organisation to compete effectively in themarketplace.
10. Keep up-to-date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
11. Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
12. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the committee shall
13. Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the board.
14. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the board.
15. Ensure that, on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.
16. Review the results of the board performance evaluation process that relate to the composition of the board and succession planning.
17. Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
18. Work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly
19. The committee shall also make recommendations to the board concerning
* Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
* Suitable candidates as new directors and succession for existing directors.

**General**

1. To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.
2. To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

**Teaching, Learning and Curriculum Committee**

**Members**

3 members

Headteacher

+ subject leads

**Terms of Reference**

The Committee has been established to delegate matters concerning teaching, learning and curriculum from the Board, as outlined below, in order to relieve the workload on the main board and to provide time for detailed discussion, thereby enabling decisions to be implemented more quickly.

**Membership**

The Committee shall consist of 3 members of the Board.  The Chair is to be elected by members of the Committee and must be a member of the Board. The Chair will be appointed at the first committee meeting of the Autumn Term.  Subject to Board approval, it is possible to appoint a committee member, who is not a Trustee.  However, non-Trustee committee members may not vote on any decision concerning admissions, pupil discipline, election or appointment of Trustees, the budget and financial commitments of the Board.

**Quorum**

A quorum shall be a minimum of 3 plus the Headteacher.

***Meetings***

The Committee shall meet as necessary, but not less than once a term. All meetings will be convened by the Clerk. Other than in exceptional circumstances, all committee members must receive seven clear days written notice of meetings together with an agenda.  If an urgent decision has to be made, the Clerk will try to convene an emergency meeting.  Where this is not possible and an urgent decision has to be taken by Headteacher and Chair of Teaching, Learning and Curriculum Committee, the Clerk will inform governors of that decision as soon as possible.

The Committee shall:-

1. ensure the school is offering a curriculum which is balanced and broadly based and which meets the national and school aims and in particular;
	1. ensure the school is meeting the requirements of the National Curriculum;
	2. review the school’s curriculum overviews, which are published on the school website, with reference to National and local guidelines;
	3. review the school’s Special Educational Needs Policy and Local Offer statement
	4. review the school’s policy and provision for sex education
	5. ensure the school is meeting the requirements for provision of Religious Education in support of the work of the Faith and Ethos Committee.
	6. review the school’s provision of daily collective worship
	7. ensure that all up to date statements and policies are published accordingly and available to parents for inspection
2. Consider formal complaints about modifications to, or disapplication’s of the National Curriculum:
	1. in respect of individual pupils;
	2. in respect of any part of the curriculum; and
	3. make appropriate recommendations about any required action
3. The Committee will support and guide the Audit and Finance Committee and Headteacher in prioritising curriculum developments for inclusion in the budget. Within the planning and review process, the committee will take responsibility for consulting with stakeholders, e.g. pupils, staff.
4. The Committee will be responsible for monitoring the teaching, learning and curriculum related issues in the School Improvement Plan, including the implementation of new strategies.  As part of the monitoring process, written and verbal reports from governors will be received at each committee meeting, with evaluation taking place as appropriate.
5. In order to secure continual review of the school’s Accessibility Plan and Disability Equality Scheme, a yearly agenda item to be included making reference to the monitoring of relevant sections of the school’s Accessibility Plan and Disability Equality Scheme.
6. Minutes of each Committee meeting will be circulated to all members of the Board.

**Revision**

 These powers will be reviewed and agreed annually at the Autumn Term meeting of the Board.

**Disputes**

Any difficulty in reaching agreement to be resolved

**Audit, Finance & Building Committee**

**Members**

* 3 Members
* Head Teacher
* Chief Finance Officer/School Business Manager

**Terms of Reference**

# Purpose of this document

Smallwood CofE Primary Academy (the Trust) is constituted as a Multi Academies Trust (MAT). The Academies Financial Handbook advises that: every MAT must have in place a process for independent checking of financial controls, systems, transactions and risks and ideally this process should be driven by an Audit and Finance Committee (A&FC) appointed by the Trust Board (MATB). This document sets out the main responsibilities and terms of reference for the Trust’s A&FC.

# Core Purpose of the A&FC

The A&FC must review the risks to internal financial control at the Trust and must agree a programme of work that will address these risks, inform the statement of internal control and, so far as is possible, provide assurance to the external auditors.

**Membership:** The A&FC will consist of four members from the Trust Board.

Additionally up to two external co-opted members may also be appointed. At least one of the members should have relevant financial experience.

**Chair:** The Chair of the A&FC shall be appointed by the Trust Board at the start of the academic year or as required. The Chair of the A&FC will not be a member of any other sub-committee.

**Quorum:** The A&FC will be quorate if two members are present and more than 50% of those members present are members of the Trust Board.

**Meetings:** The A&FC will normally meet at least once per term and not less than twice per year.

**Agendas:** The Clerk shall circulate an agenda for each meeting, together with any supporting papers, at least one week in advance of the meeting. Minutes of meetings will be taken and will be submitted to the Trust Board after being approved in draft by the Chair of the A&FC.

**Decisions:** Decisions may be taken only by Members of the A&FC. Each question shall be determined by a majority of the votes of the Members present and voting on the question. Every Member shall have one vote. Where necessary, the Chair will have a second or casting vote. The Chief Financial Officer/School Business Manager and other members of the Trust Board may be invited to attend the A&FC but will have no voting rights.

1. **Duties**
	1. The A&FC will consider matters relating to internal control and auditors. In particular the A&FC will:
	2. advise the Trust Board on the adequacy and effectiveness of its systems of internal control and arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);
	3. review the statement on internal control and make appropriate recommendations to the Trust Board;
	4. advise the Trust Board on the appointment, reappointment, dismissal and remuneration of auditors (both external and internal auditors);
	5. review the external auditor’s annual planning document and approve the planned audit approach;
	6. ensure effective coordination of the work of the external auditor and internal auditor;
	7. ensure that any additional services undertaken by the auditors is compatible with audit independence and objectivity;
	8. agree the work programme of internal audit including the checking of financial controls, systems, transactions and risks;
	9. consider the reports of the auditors and, when appropriate, advise the Trust Board of material controls issues;
	10. monitor the implementation of agreed audit recommendations;
	11. ensure that any allegations of fraud or irregularity are appropriately investigated and control weaknesses addressed;
	12. meet with the external auditor and internal auditor at least once per year;
	13. report its findings annually to the Trust Board.

# Authority

* 1. The A&FC is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires to discharge its duties from any other Committee of the Trust Board and/or employee of the Trust. Trust employees are directed to cooperate with any reasonable request made by the A&FC.
	2. The A&FC is delegated financial authority by the Trust Board for non-routine revenue expenditure of up to £6,000 pa.