



Scheme of Delegation and Terms of Reference of Committees 2023-2024

Notes:

- 1. This Scheme* shall be reviewed annually by the Full Governing Body.*
- 2. Material amendments to the Scheme agreed by the FGB during the year shall be annotated and incorporated into the Scheme by the Clerk to the Governors.*

Schedule of Amendments to the Scheme

Amendment	Amendments approved by	Date and Minute Reference

Contents	Page nos
Part 1 : Introduction and General Principles of the Scheme	2 – 6
Part 2 : Full Governing Body	7 - 10
FGB Committees	11 - 21
(Audit and Risk Committee 11 – 17)	
(Remuneration Committee 18 – 20)	
Members - terms of reference and key principles	21 - 23
Part 3 : Policies	separate document (24)
Part 4 : Principal	25

Introduction

Company Structure

The Academy is a Single Academy Trust (SAT) governed by and drawing authority from the Articles of Association (November 2012).

The Trust has entered into a Master Funding Agreement with the Department for Education (DfE) and is responsible for ensuring that the company fulfils its statutory objectives, general functions and duties and appropriately exercises the legal powers vested in it, under the Charities Act 2011 and other legislation. The Trust is ultimately responsible to:

- the Members of the Trust - for overall performance, conduct and effective governance. Members may at any time, review and/or make amendments to the Governance Structure of the Trust. The Terms of Reference of Members are attached at Annex 1 to this document; and
- the DfE in relation to compliance with the Funding Agreements and the requirements of the Academy Trust Handbook.

The Full Governing Body (FGB) is the Governing Body of the Redmoor Academy Trust. The FGB has approved the following Scheme of Delegation, which is in five parts:

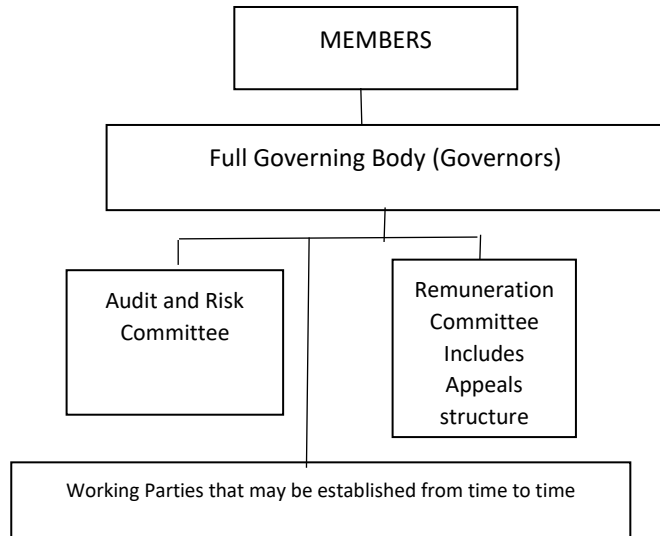
Part 1 : General Principles of the Scheme

Part 2 : Decisions reserved to the FGB and Delegations to FGB Committees

Part 3 : The Scheme of Delegation (Policies)

Part 4 : Delegations to the Principal*

Academy Governance Structure



The Scheme of Delegation

Part 1 : General Principles of the Scheme

1. All references in this Scheme to “the FGB” mean the Full Governing Body of the Redmoor Single Academy Trust.
2. The FGB has overall responsibility and ultimate decision-making authority for all the operations of the Trust. The FGB retains ultimate responsibility for all the powers and responsibilities that it has delegated and receives reports and assurance reports on actions and key powers exercised on its’ behalf. The FGB may at any time withdraw or vary any delegation and request additional reports/explanation on the exercise of delegated actions and powers.
3. Subject to the direction of the FGB, there shall be two elements of Governance (i.e. the FGB and its’ Committees and the Academy Leadership Team (SLT (the “Executive”)). There shall be no duplication of governance between the elements. Governance shall be as close as possible to the point of impact of decision making. The relationship between the FGB, FGB Committees and SLT is characterised as a partnership to realise a common vision and common purpose.
4. The FGB has agreed that many of the responsibilities of the Trust shall be delegated to or through the Chief Executive, to the Executive Team and other Senior Staff. (Part 4 of the Scheme). The Principal is responsible for this part of the Scheme and shall vary it as he sees fit, subject to reports of material changes to the Scheme being brought to the to the FGB. The Principal shall submit this part of the Scheme to the FGB for review, annually, usually at the summer FGB Meeting.

FGB Chair and Chairs of Committees

5. The FGB appoints a Chair and Vice-Chair at the first meeting in each academic year. Similarly, each Committee elects a Chair at their first meeting of each academic year. All

Chairs (including the Chair of the FGB) shall have the power, following consultation with Principal or their nominee, to act on any urgent matter within the remit of their Committee that may arise between scheduled meetings and where, in the view of the Principal (or their nominee) delay in making that decision would seriously impede the business of the Trust.

6. The power of a Chair to act may include taking an action, consulting with colleague Governors by correspondence or calling a special meeting. All such decisions shall be reported formally to the next available meeting of the FGB or of the Committee as appropriate.
7. In accordance with ESFA requirements, monthly accounts are provided for view by the Chair of the FGB.

Principles of Delegation

8. Those to whom delegations have been granted (including Committees) are ultimately accountable to the FGB.
9. Delegation of power(s) to any individual does not obviate the need for consultation with colleagues as appropriate.
10. All delegated functions must be exercised in accordance with the established policies and procedures, budgetary and financial and legal constraints of the Trust.
11. Those to whom delegations have been granted (including Committees) may elect not to exercise their delegation but to refer any matter to the FGB (or in the case of the Executive and other members of staff, to the Principal) if in their judgement, the complexity or risk associated with any matter merits this.
12. Issues regarded as novelty or potentially precedent-setting shall be referred to the FGB for consideration and decision. (For example, where an issue may become a 'test case' or, in the view of the Principal, is likely to be controversial or contentious. This includes issues that may risk potential damage to reputation/public trust and confidence, key relationships and /or that may have a personal impact on FGB Members and/or on senior members of staff).
13. The Scheme is not intended as an exhaustive list of all aspects of Trust activity but aims to set out the salient powers.
14. All material revisions to any part of this Scheme shall be subject to formal report to and approval of the FGB and shall be noted in the Panel provide above. The Scheme shall be reviewed annually, usually at the final meeting of the summer term.

Matters Reserved for decision by the FGB

15. The FGB has reserved decisions on some key issues to itself. These are referred to in the Scheme as "Reserved Matters". The Board shall determine all reserved matters following

consideration of reports and/or recommendations from Committees and/or the Principal and / or members of SLT.

Establishment of and procedures relating to Committees

16. The Constitution, Membership, terms of reference and delegations to all Board Committees shall be determined and reviewed annually (or such other frequency as may be agreed) by the FGB.
17. Any member of the FG who is not a member of a Committee shall have the right to attend any meeting of any Committee, and at the discretion of the Chair, to speak on any matter included on the agenda.

Chairs

18. The Chair of the FGB or of a Committee may, through the Clerk to the Board or Committee, call a special meeting of the FGB/Committee at any time, provided the purpose of the meeting is specified in the agenda for the meeting.
19. No person may act as Chair of the FGB or of any FGB Committee unless they are a nonstaff serving member of the FGB..
20. With the exception of the Principal, no employee of the Trust may serve as a Member or Governor. Similarly, with the exception of the Principal, no Trustee shall serve as an Officer of the Trust.
21. The Chair of the FGB and/or any Board Committee shall, at their discretion and following consultation with the Principal and Clerk to the FGB, invite relevant persons to attend and to address the meeting on any matter included on the agenda, provided always that advance notice of this is given to other members of the meeting.

Clerk to the FGB

22. The Clerk to the FGB and to FGB Committees shall be appointed by the FGB and shall:
 - a) be a “Governance Professional” as advised by DfE;
 - b) consult with the Chair of the FGB/FGB Committee and the Principal on the content of the agenda for meetings which shall follow the agreed Calendar of business;
 - c) ensure that the agenda and papers for meetings are posted on Governor Hub a minimum of seven days before the day of the meeting;
 - d) ensure that minutes of all meetings are prepared in a timely manner and approved by the Chair and the Principal prior to circulation to Governors / Members. (Following approval the minutes shall be posted on Governor Hub so as to be available to all Members and Governors and shall also be submitted to the next available meeting of the FGB/Committee for noting/approval and signature by the Chair. The Minutes of all Committees

shall be submitted in full to the FGB unless the FGB has agreed that a summary report will suffice).

Proceedings of Committees

23. FGB and FGB Committee meetings may be held via Video Conference provided that all Members of the FGB/Committee have had the opportunity to confirm their ability to participate through the chosen software/system. Any Governor unable to attend any meeting either in person or via Video Conference shall be entitled to attend by telephone, for which appropriate arrangements shall be made to enable full dialogue with that individual.
24. Every matter to be determined at an FGB or FGB Committee meeting shall be determined by a majority of those present. Each member of the FGB/Committee shall have a single vote save for the Chair, who, if the number of votes cast are equal, shall have a second or casting vote.
25. The Minutes of FGB and FGB Committee meetings shall record the names of those present. The record of those attending meetings during the academic year shall be included within the annual Statement of Accounts.
26. Each Committee shall conduct an annual review of effectiveness including the terms of reference under which they operate, the outcome of which shall be reported to the FGB.

Governor Code of Conduct and Declaration of Interests

27. All Members and Governors shall at all times observe the provisions of the Governor Code of Conduct. This includes provisions relating to annual Declaration of Interests and declarations of interest (if any) at individual meetings. (Guidance on declarations of interest is available from the FGB Clerk). Breach of the Code of Conduct is a serious matter and may lead to suspension or dismissal of the Governor.
28. In addition to the Code of Conduct, all Members and Governors are subject to compliance with the Nolan Principles and any other guidance related to standards of public life. This includes statutory requirements and the requirements of Trust Articles as to eligibility to serve as a Member or Governor. Any Member or Governor in breach of statutory or other eligibility criteria **must** report this as soon as practical to the Chair of the FGB and/or to the Clerk to the FGB. Failure to report, and any breach of statutory or other eligibility criteria, will lead to suspension and/or dismissal from office.
29. On appointment (or election) all Governors are required to sign the Declaration of Acceptance of Office. Refusal to do so, or to adhere to the Declaration, may lead to suspension and/or dismissal from the FGB.
30. The policies listed within the remit of each Committee accord with the agreed list of Policies and the Policy Review Programme approved by the FGB from time to time.

The Scheme of Delegation

Appointment and Constitution	The FGB shall include all Governors subject always to the provisions of Trust Articles.
Quorum	Any three members of the Board shall constitute a quorum providing always that the majority of those present are non-staff Governors.
Frequency of Meetings	<p>The Trust Board shall meet at least six times a year in accordance with the approved Governor Calendar.</p> <p>The Chair of the FGB, through the Clerk to the Board, may call a special meeting of the FGB at any time, provided the purpose of the meeting is specified in the agenda for the meeting.</p>
Attendance	<p>The Principal shall normally attend meetings of the FGB.</p> <p>The School Business Manager shall normally attend meetings of the FGB at which the focus includes the Budget and/or financial monitoring reports.</p> <p>Other staff may attend at the discretion of the Chair.</p>

<p>Reserved Matters Generally</p>	<p>Matters referred to (or reserved for) decision by the FGB shall take account of the Risk Register and shall include any proposal for new initiatives and/or policies and any developments which may impact on the strategic direction of the Trust in terms of finance, policy, service delivery, reputational risk or organisational structure.</p> <p>Any issue regarded as novelty or potentially precedent-setting shall be referred to the FGB for consideration and decision. (For example, where an issue may become a 'test case' or, in the view of the Principal, is likely to be controversial or contentious. This includes issues that may risk potential damage to reputation/public trust and confidence, key relationships and /or may have a personal impact on Members, Governors and/or staff).</p>
<p>Specific Matters Reserved to the Board</p>	<p><u>Approval of:</u></p>
<p>Strategic oversight, vision and planning</p>	<ul style="list-style-type: none"> • Trust Vision, values and ethos, promotion and protection of this and the integrity and reputation of the organisation; • the overall strategic direction of the Trust within available resources and review and/or variation of agreed strategy and plans. This includes, on recommendation of the Principal: <ul style="list-style-type: none"> a) the Strategic Plan for the Trust and any proposed amendments thereto; and b) proposals for entering into formal strategic partnerships; c) any decisions related to proposed academization • matters referred to the Board by the Principal and on which:

Part 2 : The Full Governing Body (FGB) and FGB Committees

The FGB

Finance	<ul style="list-style-type: none"> - the FGB has indicated it wishes to be kept informed and/or requires early warning or dialogue; and - the Principal requires a steer or input from the FGB.
Governance and compliance	<p><u>Approval (on recommendation of the Principal) of:</u></p> <ul style="list-style-type: none"> • the financial management and investment policies and decisions of the Trust (and any proposed amendment thereto); • actions relating to the effective and appropriate management and use of Trust finances and resources*; <p><i>*see note below</i></p> <ul style="list-style-type: none"> • the annual revenue budget of the Academy; • the criteria for allocation of the annual Capital Budget and the associated Annual Capital Programme (if any); • major variations to the approved budget and/or actions that may be necessary to ensure that the expenditure of the Trust remains within agreed limits; <p>☐ any proposal of the Executive involving expenditure that has not been provided for in the approved revenue or capital budget for the year; and</p> <ul style="list-style-type: none"> • appointment of internal and external auditors. (Appointment of External auditors is subject to agreement of Members). <p><u>Approval of</u></p> <ul style="list-style-type: none"> • the governance arrangements of the Trust: these are to ensure the highest standards of governance that command the confidence of staff and stakeholders and are subject to report to Members; • the Scheme of Delegation and any amendments thereto; • the report and recommendations (if any) of the Chair following the annual FGB self - review of effectiveness (this to include review of the effectiveness of FGB Committees, the Chair and individual Governors); • procedures for the appointment, suspension and/or removal of Governors; • the role of the Chair of the Board and Succession Planning for Governors; • Governor Code of Conduct and any actions required in relation to breaches thereof*; • Staff Code of Conduct and any actions required in relation to breaches thereof; • arrangements for training and evaluation of Members and Governors; and • appointment or dismissal of the Principal and/or of the Clerk to the Trust Board. <p><i>*the Chair of the FGB may, subject to report to the next available meeting of the FGB, suspend any</i></p>

Organisational structure	<p><i>Governor where, based on available evidence, the Chair considers that there has been a breach of the Governor Code of Conduct.</i></p>
Performance, targets and standards including Pupil outcomes	<p><u>Approval of</u></p> <ul style="list-style-type: none"> establishment and appointment of Board Committees; on recommendation of the Principal, the overall structure and staffing of the Academy and any proposed material amendments thereto; <p><u>Monitoring and approval of</u></p> <ul style="list-style-type: none"> performance targets and key performance indicators (KPI's) for the Academy; the overall performance and standards of the Academy against agreed targets and KPIs and, through the reports and recommendations of the Principal, consideration and approval of actions recommended in relation to School Improvement and performance. This includes actions recommended where Academy Improvement Plans and/or improvement actions have not been implemented or have not had the desired impact in terms of improved performance and pupil outcomes; the performance of the Principal, SLT and others to whom responsibilities have been delegated. This includes holding them collectively and individually to account for the overall performance of the Academy against agreed targets and KPI's, the exercise of their delegated powers and delivery against the targets, plans, and budgets approved by the FGB.
Policy	<p><u>Approval of</u></p> <p>Subject to Part 3 of this Scheme:</p> <ul style="list-style-type: none"> The Board is responsible for the approval of all Trust Policy and substantive amendments thereto recommended by Committees and/or developed by SLT for the effective management, administration and operation of the Trust. Policies are allocated to each Committee via the Committee Terms of Reference and/or are delegated to the Principal – see Part 4 of the Scheme. <p>Each Committee is required to review (in accordance with the agreed Programme of Policy Review) and to consider the detail of each Policy within their remit and, provided they are satisfied with the detail recommend the Policy (or substantive amendments to the Policy) for approval by the FGB.</p>
*Note	<p><i>ESFA guidelines require that monthly management accounts are provided to the Chair of the Trust Board. (This is an operational responsibility delegated to SBM).</i></p>
samcd.draft 6.08.22	<p><i>These Terms of Reference approved by the FGB 20 September 2022 (Minute xxx refers)</i></p>

Subject to Part 3 of this Scheme, the FGB is responsible for the Policies listed below.

Policy Name
Admissions
Allegations of Abuse against Staff
Anti Bullying and Behaviour
Careers
Careers Guidance & Academy Providers Access
Children Looked After
Children with Health Needs who cannot attend school
Code of Conduct (Members and Governors)
Conflict of Interest
E_Safety and Social Media
Exclusion and Exclusion Panel Procedures
First Aid in Schools
Formal Complaints
Equality and Diversity/Inclusion
Health and Safety
Lettings, Remissions and Charges
Organisational Change (on recommendation of Remuneration Committee)
Premises Management Documents
Prevent
Photographs and Videos
Protection of Biometric Information for children and students
Physical Intervention/Restraint of Pupils
Safeguarding and Child Protection
SEND
Sex and Relationships
Supporting Pupils with Medical Conditions

Site & Facilities Maintenance
Surveillance and CCTV

FGB Committees.

Note :

There are two FGB Committees.

The minutes of all FGB Committees are to be presented by the Chairs of those Committees to the next available FGB meeting.

Audit and Risk Committee : Terms of Reference

<p>Overview and Purpose of Committee</p>	<p>This is to:</p> <ul style="list-style-type: none"> a) determine and maintain oversight and review of the arrangements for independent checking of financial, governance, risk management and internal control systems and, transactions; b) review the risks to the internal control framework of the Trust; c) oversee the Annual Programme of Internal Audit the purpose of which shall be to address the above and other risks identified by the FGB from time to time; d) report audit findings termly and annually to the FGB and the Accounting Officer as a critical element of the Trust’s annual reporting requirements; and e) lead the annual skills audit and review of governance effectiveness. <p>and to Recommend to the FGB:</p> <ul style="list-style-type: none"> a) the Annual Programme of Internal Audit (unless this has been delegated to the Committee by the Trust Board (all Trustees to be invited to contribute to the list of items for consideration for inclusion in the Programme). The agreed Programme is to be objective, and independent, covering systems, controls transactions and risks in line with recommended DfE best practice*; and b) reported to the FGB, in full, together with the Minutes of the Committee meeting at which the Programme is agreed (or amended)); c) appointment or re-appointment, dismissal and remuneration of internal auditors; d) the arrangements for establishing and maintaining through effective monitoring, an appropriate risk management strategy and a Risk Register which shall be reviewed termly by this Committee and at least annually by the FGB; and e) any proposed revision to strategic risk scores considered necessary by the Committee shall be recommended to the FGB which must discuss and approve (or otherwise) the proposed revision. <p>and to Recommend to Members</p> <ul style="list-style-type: none"> a) appointment or re-appointment, dismissal and remuneration of external auditors;
---	--

<p>*DfE best practice is available here:</p>	<p>Internal scrutiny in academy trusts - GOV.UK (www.gov.uk)</p>
--	--

<p>Constitution and Membership</p>	<p>Trust employees may not be appointed to the Committee. This includes the Accounting Officer.</p> <p>Subject to the above, the Committee shall comprise a minimum of three non-staff Governors * to be appointed annually by the FGB, normally for a period of one year or until the first meeting of the Trust Board held in the following Academic Year.</p> <p>At least one member of the Committee shall have recent or relevant accountancy, or audit assurance experience, but shall have no executive responsibility for the management of the Trust.</p> <p>The Chair of the FGB may serve on but may not Chair this Committee.</p> <p><i>*DfE advise that an A&R Committee may comprise three Trustees with a quorum of two.</i></p> <p>Interests</p> <p>Any member of the Committee having a personal or a financial interest in the business of the meeting, either directly or indirectly, shall declare and record (in the minutes) that interest and may, provided the nature of the interest is declared before the business is discussed, and with the permission of the Chair, remain in the meeting but shall not be permitted to vote on that issue(s).</p>
<p>Chair*</p> <p><i>*The Chair of the Trust Board may be appointed to but cannot Chair this Committee (in accordance with DfE/ ESFA guidance).</i></p>	<p>The Committee shall appoint a Chair at the first scheduled meeting in each Academic Year.</p> <p>The Chair shall hold office for the remainder of the Academic Year or until the first meeting of the Committee held in the following Academic Year. The retiring Chair of the Committee shall be eligible for re-appointment.</p> <p>In the absence of the Chair, the Vice-Chair (if appointed) shall take the Chair. If a Vice-Chair has not been appointed, the Committee members present shall elect one of their number present to chair the meeting.</p> <p><i>Casting vote of the Chair</i></p> <p><i>In the event that there are an equal number of votes for a recommended action, the Chair of the Committee shall have a casting vote provided always that the issue is agreed as a RECOMMENDATION to the FGB.</i></p>
<p>Quorum</p>	<p>Two members of the Committee shall constitute a quorum.</p>
<p>Clerk</p>	<p>The Clerk to the FGB shall act as the Clerk to the Committee and shall provide all necessary support to it, including liaison with advisers to the Committee as may be required, preparation of agenda, co-ordination of reports and recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner* to enable full and proper consideration of the relevant issues.</p> <p><i>*to be posted on Governor Hub normally not less than seven days prior to the day of the meeting.</i></p>
<p>Frequency of Meetings</p>	<p>Meetings of the Committee, which shall meet a minimum of three times a year (at least once each term) shall be synchronised with the agreed Internal Audit Programme, thus ensuring that audit reports are considered by Governors in a timely manner.</p>

Attendance	The Principal as Chief Accounting Officer, the School Business Manager and the Clerk to the FGB shall normally attend all meetings of the Committee.
	<p>At the discretion of the Committee, the Committee may, at any formal meeting, meet privately with the internal and/or or external auditors (i.e. without any member of the Executive Team present). (The agenda for each formal meeting of the Committee shall make provision for this).</p> <p>Internal and/or external auditors shall regularly attend meetings of the Committee. Subject to prior agreement with the Chair of the Committee, other specialists may also attend to advise or report to the Committee.</p> <p>Employees of the Trust may be invited (by the Clerk in consultation with the Chair) to attend meetings of the Committee to provide information and to participate in discussion (but not to participate in decision making).</p> <p>Any Governor may attend any meeting of the Committee.</p>
Authority and Delegated Functions <i>See also Duties below)</i>	<p>The Committee is advisory with no executive powers. It is authorised by the FGB to:</p> <ul style="list-style-type: none"> a) investigate (or arrange/commission an investigation into) any activity and to request any information it requires from any employee, external auditor, internal auditor or other assurance provider. (All employees are required to cooperate with the Committee/auditors in the conduct of its enquiries); b) RECOMMEND actions to the FGB arising from audit reports and/or investigations. (All recommendations to be specified in the minutes of the meeting of the Committee); c) obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Trust Board; and. d) oversee the agreed process for appointment of internal and external auditors.

<p>Terms of Reference</p>	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> a) oversee and provide independent assurance and report termly to the FGB on the issues listed below and any other issue referred to it by the Trust Board; b) advise the Trust Board on the effectiveness of the resources of the external/internal auditors to provide a basis for their reappointment, dismissal, retendering or remuneration. Considerations may include: <ul style="list-style-type: none"> - the auditors sector expertise; - their understanding of the Trust and its activities; - whether the audit process allows issues to be raised on a timely basis at the appropriate level - the quality of the auditor comments and recommendations in relation to key areas; - where relevant, the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the Trust managers’; - the auditors use of technology; - consider the reports of the auditors and, when appropriate, advise the FGB of material control issues; c) lead the annual review of Academy Effectiveness including the annual skills audit and recommendations for skills required for recruitment to Governor vacancies; d) review and report to the FGB (usually annually) on the changes to/Academy
----------------------------------	---

	<p>compliance with the Academies Trust Handbook issued by ESFA and any other regulatory / good governance/scrutiny practice guides issued by DfE, ESFA and NGA from time to time.</p> <p>e) provide minutes of all Audit and Risk Committee meetings for review at FGB meetings;</p> <p><u>Issues to be considered</u></p> <ul style="list-style-type: none">• Audit (Internal* and External)• Governance (from an audit and an effectiveness perspective)• Risk Management and Internal Control• Compliance• Data and Information Security including GDPR• Ethics and Probity <p><i>*The Committee shall require the Internal Auditor to provide an Annual Summary Report outlining the areas reviewed by Internal Audit during the year, the key audit findings, recommendations and conclusions and the response of management thereto.</i></p>
--	--

Duties	On behalf of the FGB the Committee is authorised to:
<u>Risk</u>	<ul style="list-style-type: none"> • oversee and conduct a regular review of the Trust Strategic Risk Register; • examine and review all systems and methods of control both financial and otherwise including risk analysis and risk management; • review and endorse (or otherwise) the Business Continuity Plan; • review and monitor the Risk Management Strategy and Strategic Risk Register. Review of the Risk Register is to include: <ul style="list-style-type: none"> a) termly consideration and review of risk mitigations and risk scores. Proposed amendments to risk scores are to be RECOMMENDED to the FGB; and b) fundamental review by the FGB, to be led by the Committee and to take place at least annually.
<u>Audit</u>	<ul style="list-style-type: none"> • provide assurance to the FGB that risks are being adequately identified and managed;
<u>Internal Audit</u>	<p>Internal Audit</p> <ul style="list-style-type: none"> • the Committee has full delegated responsibility on behalf of the Board of Trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management and for ensuring the Trust is compliant with the overall requirements for internal scrutiny, as specified in the Academy Trust Handbook; • conduct a regular review of the Risk Register; • agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions, and risks; ● advise the FGB on the adequacy and effectiveness of Trust systems of internal control, governance, and risk management processes, securing economy, efficiency and effectiveness (value for money);

<p><u>External Audit</u></p> <p><u>General audit arrangements</u></p>	<ul style="list-style-type: none"> • consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise the FGB on any additional or alternative steps to be taken • oversee the annual review of the Trust Risk Register • when developing the Annual Internal Audit Programme, Trustees should have particular regard to DfE recommended practice in relation to Internal Scrutiny. • discuss with auditors the nature and scope of each forthcoming audit and the findings of the audit once completed and, subject to this, define and approve the Annual Programme of Internal Audit/Scrutiny with the Internal Auditors for checking financial systems, controls, transactions and risk : all internal audits must be subject to an agreed Audit Brief setting the scope of the audit and defining expected outcomes; <p>□ specifically consider the level of assurance internal audit work provides about the arrangements of the Trust and whether there are any concerns arising that need to be brought to the attention of the Trust Board; and</p> <ul style="list-style-type: none"> • monitor the performance of internal audit, including agreeing the scope of any external assessment and receiving reports on the management and performance of the providers of internal audit services, including the results of the quality assurance and improvement programme which shall form part of Internal Audit's annual report. (This is in accordance with the mandatory Internal Audit Standards); <p>External Audit</p> <ul style="list-style-type: none"> • review the external auditor's plan each year; • review the draft external audit Annual Report and Accounts and supporting statements provided by the External Auditor prior to their submission to the Board for formal approval and satisfy itself that these reflect best practice and are in accordance with all relevant accounting and reporting requirements including the EFSA Academies Financial Handbook; • review the findings of the external auditors and the actions taken by the Trust Leadership Team in response to those findings • consider the achievement of value for money and the response of the Executive to the management letters of the External Auditor; • produce an annual report of the committee's conclusions to advise the FGB and Members. <p>The Committee shall</p> <ul style="list-style-type: none"> • satisfy itself that there is co-ordination between internal and external audit and any other review bodies that are relevant; • ensure that additional services undertaken by auditors are compatible with audit independence and objectivity; • encourage a culture within the Academy whereby individuals feel that they have a part to play in guarding the probity of the Academy and are able to take any concerns or worries to an appropriate member of the Academy Leadership Team or, in exceptional circumstances, directly to the FGB;
---	--

- | | |
|--|--|
| | <ul style="list-style-type: none">• approve arrangements for provision of any non-audit services by the external or internal auditor and determine any issues related to the resignation or dismissal of the external or |
|--|--|

<p>Information Security/GDPR</p> <p><u>Governance, Ethics and Probity</u></p> <p><u>Policies</u></p>	<p>internal auditor;</p> <ul style="list-style-type: none"> • monitor and where the Committee considers necessary draw the attention of the FGB to any concerns regarding progress in relation to implementation of any actions recommended (and agreed by management) by any internal or external auditors to address any adverse control findings identified by them; and • obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the FGB. • have oversight of the management and response of the Academy in relation to the Freedom of Information Act, Data Protection Act requests, security of data and information and GDPR matters; • satisfy itself as to the security of Academy data and information management systems; • receive and make recommendations to the FGB as considered appropriate, the annual report of Accounting Officer to include assurances in relation to GDPR compliance including Member, Governor and Staff training. Any breach of GDPR Regulations is to be reported to the first available meeting of this Committee together with a report on the actions taken and any actions required by or fines imposed by the Regulator. • monitor the openness of the Academy in its dealings, subject only to the need to preserve confidentiality in those specific circumstances where it is proper and appropriate to do so; • have oversight of provisions that reflect the transparency of the Academy including Whistleblowing Policy and Procedures and Fraud and Corruption Policy and to review and discuss any incidents arising under those policies, reporting to the Academy Board as required; • consider the level of compliance and effectiveness of the Academy with its own and other published standards and controls. • promote and maintain the highest standards of conduct by Members and Governors having regard to the Nolan principles and any other recommended Code of Conduct established from time to time. This includes consideration and recommendations to the FGB of actions required arising from any breach or alleged breach of the Governor Codes of Conduct*; • annually review the operation of the Codes of Conduct for Governors and for staff; • oversee and review the arrangements of the Trust in relation to training, guidance and support in the context of ethics and probity, including promoting and maintaining the Codes of for Governors and Staff. <p><i>*the Chair of the FGB may, subject to report to the next available meeting of the FGB Board, suspend any Governor where, based on available evidence, the Chair considers there to have been a breach of the Governor Code of Conduct.</i></p> <ul style="list-style-type: none"> ● oversight and review of those Policies within the remit of this Committee (Appendix A), seeking assurance that those policies are correctly implemented, reviewed and administered in accordance with Part 4 of this Scheme and as required by legislation: all material amendments
--	--

	<p>to those Policies and / proposals for adoption by the FGB of new Policies within the remit of this Committee shall be subject to recommendation and approval of the FGB.</p>
--	---

<p><u>General</u></p>	<p>The Committee shall follow the prescribed activities in the Scheme of Delegation approved by the FGB regarding writing off of bad debts and disposal of surplus stock, stores and assets.</p> <ul style="list-style-type: none"> • review any issue referred to it by the FGB or any Trust Board Committee <p><i>Note: The above list is not definitive. The Committee may investigate any issue or review any risk that it considers appropriate subject only to report to the Board (via the Committee Minutes) setting out the issue and the reasons for the investigation.</i></p>
<p>Glossary of Terms</p>	<p><i>FGB – the group of Governors responsible for the overall management of the Redmoor Single Academy Trust</i></p> <p><i>Internal Audit – professional advisors providing assurance and advice on the internal control framework and risk management arrangements.</i></p> <p><i>External Audit – the auditors appointed to provide an opinion on the annual accounts and financial statements, and to provide additional advice.</i></p> <p><i>Best practice – the ESFA Academy Handbook, guidance from DfE, CIPFA and other recognised professional bodies in relation to the good governance and management of Academy Trusts.</i></p>
<p>samcd. 9.08.22</p>	<p><i>These terms of reference approved by the Trust Board 20 September 2022 : Minute X refers).</i></p>

POLICIES WITHIN THE REMIT OF AUDIT and RISK COMMITTEE

Policy Name	Category (delegations)
Anti - Fraud and Corruption	1
Business Continuity	1
Expenses (Trustees)	1
Freedom on Information	
Financial Regulations	2
Financial Reserves	
GDPR and Data Protection	1
<p><u>Risk Management</u> Policy Includes Strategic Risk Register</p>	2
Whistleblowing	

Remuneration Committee: Terms of Reference

Purpose	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> ● consider and determine terms and conditions including salary of the Academy Leadership Team; ● ensure that the whole school pay policy observes all statutory and contractual obligations, including compliance with the School Teachers' Pay and Conditions Document and Appraisal Regulations ad agreed from time to time and Equalities legislation. ● annually determine salary progression of the Principal, where eligible, following recommendation by the Principal Appraisal Panel. (The Principal may attend discussion of this in an advisory capacity but shall withdraw either at the request if the Chair of the Committee or when the postholders' salary is discussed, ● on recommendation of the Principal, determine salary progression for eligible teaching staff. <p>The Committee shall meet as soon as practically possible after the teacher annual appraisal deadline of 31st October</p> <ul style="list-style-type: none"> ● make recommendations to the Board regarding reviews/changes to Academy pay policy and the terms and conditions of service of the all staff.
Constitution / Membership	The Committee shall comprise a minimum of three FGB members.
Quorum	Any two members of the Committee shall constitute a quorum.
Frequency of Meetings	The Committee shall meet at least twice each year (normally in June and October).
Attendance	The Principal shall normally attend meetings of the Committee and shall withdraw if requested to do so by the Chair and/or if any item relating to their terms and conditions of service are to be discussed.

<p>Authority and Delegated Functions</p>	<p>Any decision with resource implications for which provision has <u>not</u> been made in the budget shall be subject to recommendation to the Board. Subject to this the Pay Committee has full delegated authority in relation to:</p> <p><u>Performance appraisal and salaries</u></p> <ul style="list-style-type: none"> ● to undertake the annual performance appraisal of and target setting for the Chief Executive, subject to appointment by the Committee in agreement with the Chief Executive of an independent external adviser; ● determine and annually review the salary ranges of each member of Academy Leadership Team on recommendation of the Principal. <p>The annual salary review shall take account of the recommendations of the independent external adviser;</p> <ul style="list-style-type: none"> ● determine, on recommendation of the Principal, annual PRP awards for teachers*. <p><i>*Any appeal against a decision of this Committee shall be considered by an Appeal Panel comprising three Governors being non-members of this Committee.</i></p> <ul style="list-style-type: none"> ● keep pay policies under review for appropriateness and relevance; ● subject to a minimum of three Committee members being present :
--	---

on pay decisions for Ac

Redmoor Academy Pay Decisions

Role	Recommender	Decision/Reviewer	Appeal
Principal	Principal Appraisal Panel	Remuneration Committee	FGB*
School Leadership Team	Principal – subject to annual PRP exercise	Remuneration Committee	FGB*
All other Academy Staff	Line Manager	Principal	Remuneration Committee

and

Redmoor Academy Appeals process (staff)*

Category of staff	Decision/Reviewer	Appeal r
Principal	Remuneration Committee	(decision final) FGB
School Leadership Team	Principal	Remuneration Committee
All other staff	Line Manager	Principal

***Scope of Appeals Procedure**

The above Appeals process applies to :

- Capability
- Disciplinary
- Formal Staff Complaints
- Whistleblowing
- Grading
- Staff appointment procedures
- Performance Management (subject to agreed PRP procedures)

<i>samcd.</i> <i>draft.</i> 9.08.22	
---	--

POLICIES WITHIN THE REMIT OF REMUNERATION COMMITTEE

Policy Name
Acceptable Use (Staff)
Appeals (Staff)
Attendance Management (Staff)
Capability
Code of Conduct (Staff)
Continuous Personal Development
Disciplinary
Early Careers Teachers
Expenses (Staff)
Flexible Working
Grievance (Staff)
Health and Safety
Honararium
Leave of Absence/Compassionate Leave
Organisational Change (subject to recommendation to FGB)
Performance Management (Process)
Principal's Appraisal Policy and arrangements
Probation (Staff)
Recruitment and Selection

Members:

Terms of Reference and Key Principles

Background	<p>The Academy shall operate within the framework established by the DfE/EFA and related requirements of the Regional Schools Commissioner (RSC). Company Articles are of a charitable nature and therefore the Academy shall act within the principles of the Charities Acts.</p> <p>The role of Members is agreed by reference to relevant legislation and to best practice and related guidance issued by DfE and NGA from time to time.</p> <p>The Trust shall notify the DfE and Companies House of any changes in membership.</p> <p>The DfE can require any “unsuitable” members to resign.</p>
<p>The role of Members :</p> <p>Key Principles.</p>	<p>Members are wholly independent of the Trust. Their responsibilities are:</p> <ul style="list-style-type: none"> • collectively to be guardians of the ethos and effectiveness of the Trust. Whilst they have a “hands off” role, Members are obliged to ensure the effectiveness of the MAT Board by exercising their rights to appoint / remove Trustees and holding the MAT Board to account; and • ensuring that <i>“the business of the Trust in accordance with company and charity law sits with the trustees, members should be ‘eyes on and hands off’ and avoid compromising the board’s discretion in exercising its responsibilities. However, if the governance of the Trust by the Board of Trustees becomes dysfunctional the members will have a strong interest in ensuring the board has sufficient plans to address the issues.”*</i> <p style="text-align: center;"><i>*Academies Handbook</i></p> <ul style="list-style-type: none"> • monitoring the overall conduct and performance of the Trust. (Members are not responsible for setting Trust strategy or for operational matters. They are responsible for ensuring that the Trust is fulfilling, through the MAT Board, the ethos and objectives of the Trust). • exercising their right to intervene in the event that there are developments or performance that Members consider may adversely impact on the Trust and/or if Trustees propose major change to the Trust that Members consider may not be in the best interests of the organisation. • to monitor Trust performance and outcomes through: <ul style="list-style-type: none"> - reviewing agenda, minutes, reports, policies and other information posted on Governor Hub; and - meeting with Governors at Annual General and Special General meetings. • recruitment and or dismissal of Trustees in accordance with procedures determined by Members from time to time.
Training	<p>As a matter of good governance, Members shall undergo occasional skills audit and ensure that the FGB commit to and ensure that Governors undergo annual skills audit, the outcomes from which shall be anonymised and reported to the Member Board and shall inform recruitment of Governors.</p>

Terms	of	<u>Members shall:</u>
-------	----	-----------------------

Reference	<ul style="list-style-type: none"> - ensure that Trust governance is fit for purpose and that appropriate structures are in place to support and deliver this; - receive at each meeting a report on Safeguarding; - consider actions required (if any) arising from any matter drawn to their attention in accordance with the Trust Whistle Blowing Policy; - approve any proposal to amend the Articles (the consent of the Charity Commission/DfE to this may be needed); - appoint or remove Trustees; - appoint or remove External Auditors; - receive annual audited accounts; - exercise their right to direct the Trust Board by special resolution;- consider and approve a proposal to amend the company name. <p><u>Members may:</u></p> <ul style="list-style-type: none"> - appoint* by ordinary resolution (a simple majority of members) up to ten trustees to the FGB Board. In appointing Governors, Members shall consider the suitability of candidates having regard to any skills audit/competency framework undertaken or adopted by the FGB. The MAT Board may seek out/recruit potential trustees for Members to consider; - appoint* the Principal of the Academy by ordinary resolution; - remove* any Governor appointed by them as well as having a right under the Companies Act to remove <u>any</u> Governor of the company following a specific notice procedure and the passing of an ordinary resolution.
-----------	---

<p>Reports</p>	<p>The Chair of the FGB, together with Governors and the Principal shall report to Members at the scheduled Annual General and Special General meetings of the FGB against Trust values and ethos and the targets of the Strategic Development/Improvement Plan.</p> <p>Members may request information from Governors. This will enable Members to discuss with Governors the achievements and effectiveness of the FGB. Representatives other than Governors and the Principal (if present) shall attend meetings with Members only for that part of the meeting relevant to their report/discussion and shall withdraw when discussion of their report has concluded</p> <p>The Principal shall notify Members immediately of any of the following:</p> <ul style="list-style-type: none"> - Serious financial issues - Falling Standards - Reputational damage - The outcome of any Ofsted Inspection

The Scheme of Delegation Part 3 : Policies

See separate document

The Scheme of Delegation

Part 4 : Delegations to the Principal

The FGB has agreed that the Principal shall develop an Executive Scheme of Delegation (Part 4 of the Scheme).

The focus of Part 4 is a summary of operational implementation and development, within the financial and policy constraints set by the FGB, of the strategies, organisational structures, policies, standards and performance targets approved by the FGB and the day to day operational management of the Academy.

Part 4 relates directly to Parts 1 – 3 of the Scheme: it summarises the scope of the delegations from the FGB to the Principal and the delegations from the Principal to the Executive Team and other senior staff. Part 4 of the Scheme and all staff to whom operational authority has been delegated are subject to the General Principles of the Scheme and are ultimately accountable to the Board for the exercise their delegations.

The Principal is responsible for the development, maintenance, amendment and review of Part 4 of the Scheme subject to annual review. The FGB retains ultimate responsibility for all the powers and responsibilities delegated to and by the Principal and may at any time (subject to formal report from the Principal) rescind or amend any aspect of this part of the Scheme.

In summary Part 4 of the Scheme set out how the Principal organises the operational aspects of the school, all of which are delegated to the Principal as follows:

- Educational (Teaching and Learning)
- Finance*
- Administration and Support Services
- Estates and Premises Services

**the Principal is authorised to take all necessary action to ensure compliance with the requirements of the DfE/ESFA, External and Internal Auditors with regard to submission of financial and/or other information including completion of all financial returns etc, without seeking the prior approval of the FGB.*

Note : MN to develop part 4 of the Scheme for consideration at the December 2022 FGB meeting.

samcd.13.09.22

