



Scheme of Delegation

Policy Code:	SoD1
Policy Start Date:	October 2023
Policy Review Date:	October 2024

Community Inclusive Trust - **Scheme of Delegation**

With thanks to the National Governance Association. This Scheme of Delegation has been developed, drawing on their model SoD Version II with our own amendments made.

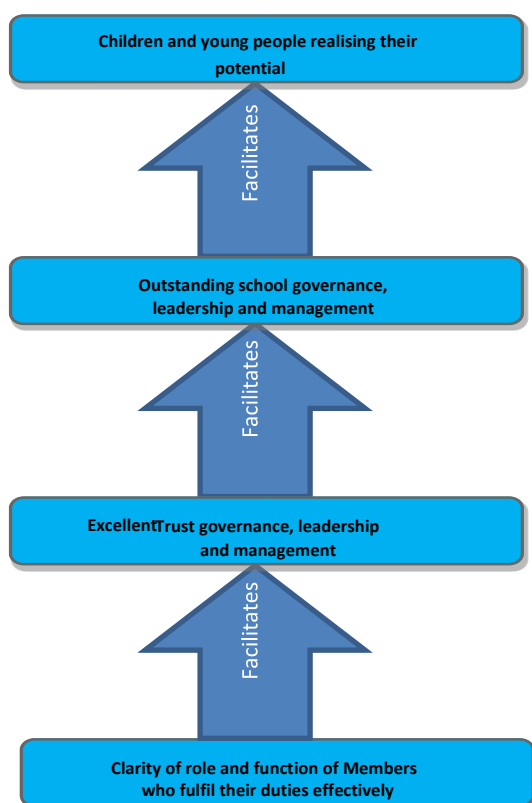
<https://www.nga.org.uk/Guidance/School-structures-and-constitution/Academiesand-free-schools/New-Model-Schemes-of-Delegation.aspx>

1. Introduction

- 1.1 The Board of Directors/Trustees (the Board) is accountable in law for all major decisions about the Trust and its constituent academies. The Board delegates specific functions and responsibilities, as there are potential benefits in doing so, to individuals, such as the Chief Executive Officer (CEO), members of the Executive Leadership Team, to Board committees, and school-level committees known as Local School Boards (LSBs).
- 1.2 The decision to delegate a function is made by the full Board and is recorded. Without such delegation, the individual or committee has no power to act.
- 1.3 In considering delegation, the Board is influenced by a range of factors including the size of the MAT, both in terms of number of academies and number of pupils, the way its Trust leadership is structured, and the geographical spread and context of our academies.
- 1.4 This Scheme of Delegation (SoD) defines where responsibilities lie and clarifies the Trust lines of accountability. It is designed to ensure clarity about roles and responsibilities for Members, Directors (Trustees), Board Committees, cluster and/or academy committees, executive leadership and academy Headteachers. This overarching SoD for all decision making in the Trust should not be confused with the written Scheme of Delegation of financial powers referred to in the Academies Trust Handbook.
- 1.5 The SoD is intended to:
 - 1.5.1 Promote a culture of openness as well as clarity of responsibilities, lines of accountability and reporting;
 - 1.5.2 Ensure all parties are clear about which responsibilities and decisions the Board retains and delegates;
 - 1.5.3 Identify responsibility for the appointment and performance management of the CEO/executive leaders and academy Headteachers;
 - 1.5.4 Ensure that the role of executive leadership is fully understood throughout the MAT;
 - 1.5.5 Identify responsibility for policy and practice;
 - 1.5.6 Identify responsibility for oversight of educational performance;
 - 1.5.7 Identify responsibility for financial oversight;
 - 1.5.8 Identify responsibility for assessment of risk in each academy and across the Trust.
- 1.6 CIT MAT was founded on the belief that governance should be focused on providing confident, strategic leadership and to provide robust accountability, oversight and assurance for the educational and financial performance of its schools and of the Trust as a whole.

This is best reflected structurally as follows:

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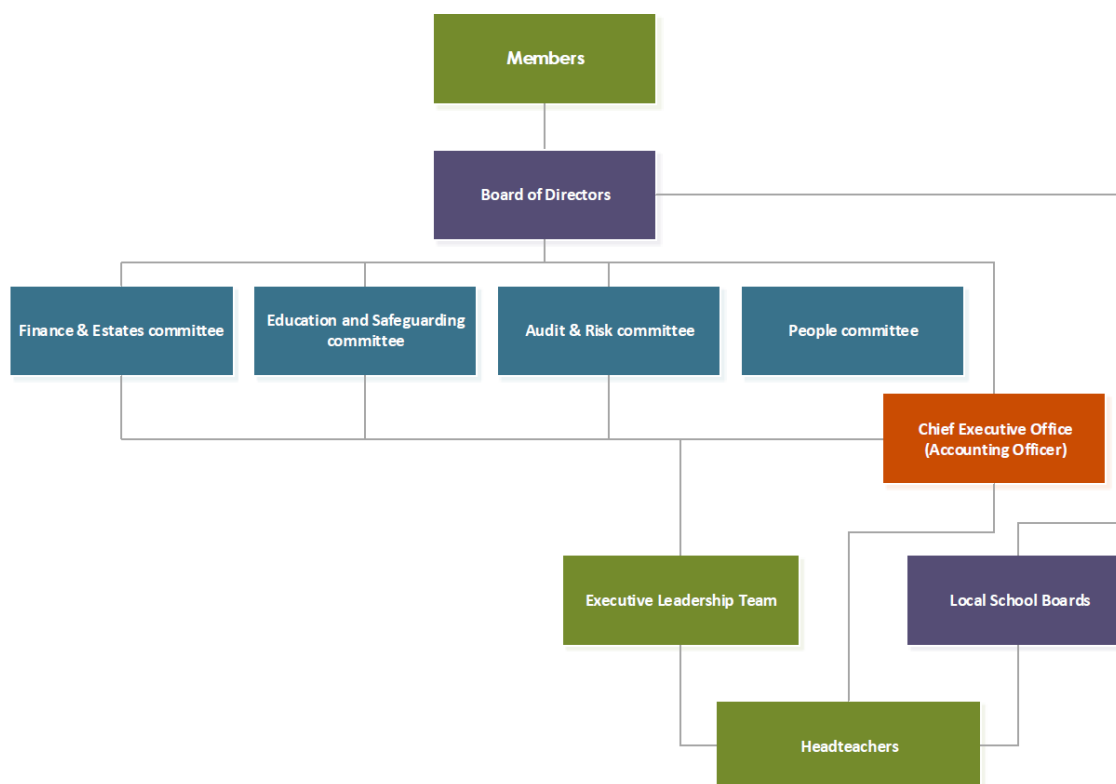


- 1.7 This document should be read in conjunction with the job descriptions of employees, the Trust's Governance Framework and the Trust's Financial Handbook.
- 1.8 The Trust Board is responsible for the strategic direction of the Trust and this will inform the strategic direction of the individual academies that form the MAT.
- 1.9 Although decisions may be delegated, the Trust Board remains accountable for any decision made under delegation.
- 1.10 The Trust Board has established four committees with delegated powers: the Finance & Estates Committee, the Education & Safeguarding Committee, the People Committee (HR) and the Audit & Risk Committee. All these committees have terms of reference and are appointed to with a majority of Trust Directors.
- 1.11 Whilst the Department for Education uses the term "Local Governing Board" for individual academy/school governance Boards, CIT uses the term "Local School Board" (LSB).
- 1.12 The Chief Executive Officer, executive leadership team and the Headteachers are responsible for internal organisation, management and control of the schools and are accountable to the Trust Board.
- 1.13 As part of its responsibilities, the Trust Board will ensure that this document is reviewed at least annually.
- 1.14 This Scheme of Delegation is reflective of "business as usual" for the Trust. The Trust Board reserves the right to vary the delegation of powers in particular circumstances (such as the suspension of an officer employed by the Trust) or where an academy requires intervention, in line with the Trust policy for academies causing concern or sponsored academies.

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1.15 The Trust Board cannot revise those powers held by Members. Only Members can amend these.

2. Model of Delegation



2.1 The Board is accountable for the three core governance functions.

2.2 The Board appoints the CEO, to whom it delegates responsibility for the delivery of its vision and strategy and will hold the CEO to account for conduct and performance of the Trust, including the performance of the academies within the Trust, and for its overall financial management.

2.3 In turn, the CEO has management accountability for other senior executives and the Academies' Headteachers.

2.4 The Board requires that the CEO delegates some school level functions to LSBs. The Board seeks to promote LSBs as a key conduit for overview, scrutiny, and stakeholder voice. Trustees will not typically sit on LSBs, and so lines of communication to the Board must be clearly established.

2.5 The Board constitutes committees for Finance & Estates, Audit & Risk, Education and Safeguarding and People (HR); these look in detail at resources and progress across the Trust.

3. Roles and responsibilities

3.1 The role of Members

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- 3.1.1 The Members of the Trust are guardians of the governance of the Trust and as such have a different status to Trustees. Originally, they will have been the signatories to the Memorandum of Association and will have agreed the Trust's first Articles of Association (the legal document which outlines the governance structure and how the Trust will operate). The Articles of Association describe how Members are recruited and replaced, and how many of the Trustees the Members can appoint to the Trust Board. The Members appoint Trustees to ensure that the Trust's charitable object is carried out and so must be able to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board reports at least on the performance of the Trust to the Members at the Annual General Meeting (AGM). Members are also responsible for approving any amendments made to the Trust's Articles of Association.
- 3.1.2 CIT has five Members, and while Members are permitted to be appointed as Trustees, there is currently a complete segregation of membership. Members are not permitted to be employees of the academy Trust, and the role is wholly voluntary.
- 3.2 The role of the Trustees
- 3.2.1 CIT MAT is a charitable company and so Trustees are both charity directors (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because Directors are bound by both charity and company law, the terms 'Directors' and 'Trustees' are often used interchangeably.
- 3.2.2 The Trustees are responsible for the general control and management of the administration of the Trust, and in accordance with the provisions set out in the Memorandum and Articles of Association and its funding agreement, it is legally responsible and accountable for all statutory functions, for the performance of all schools within the Trust, and must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements. In addition, it must carry out the three core governance functions:
- Ensure clarity of vision, ethos and strategic direction.
 - Hold the executive to account for the educational performance of the Trust's schools and their pupils, and the performance management of staff;
 - Oversee the financial performance of the Trust and make sure its money is well spent.
- 3.2.3 The Board has the right to review and adapt its governance structure at any time which includes removing delegation.
- 3.3 The role of Trust Board Committees
- 3.3.1 The Trustees may establish committees to carry out some of its governance functions which may include making decisions, although any decisions made will be deemed decisions of the Trust Board. The membership (there must be at least three Trustees) and responsibilities of Board committees are set out in the committee's terms of reference. It is usual for the Trust Board to appoint Board committee chairs and committee members according to their skills.
- 3.3.2 The Academy Trust Handbook makes it clear that "the Board of Trustees should have a finance committee to which the Board delegates financial scrutiny and oversight". In Trusts with income above a certain level, this must be a separate from an audit & risk committee.
- 3.4 The role of the Chief Executive Officer (CEO)
- 3.4.1 The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's academies and academy principals.

3.4.2 The CEO is the accounting officer so has overall responsibility for the operation of the Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability, avoiding waste and securing value for money.

3.4.3 The CEO leads the executive management team of the Trust. The CEO will delegate executive management functions to the executive management team but remains accountable to the Trust Board for the performance of the Trust.

3.4.4 The Chartered Institute of Public Finance and Accountancy (CIPFA) has issued a briefing paper on the role of the accounting officer in a MAT, which states the following:

"The accounting officer must assure the Trust Board of the academy's compliance with the requirements of the Academies Financial Handbook the EFA issues, its funding agreement and all relevant aspects of company and charitable law. This means that they must ensure that Trust Board and governing body members receive the information that they need to perform their roles effectively. The accounting officer is responsible for the day-to-day organisation, staffing and management of the academy Trust. The accounting officer must undertake a leadership role, including setting high standards of financial probity and financial management, and ensuring that these are communicated to staff...;

"...In practice, the accounting officer is the key individual who links the accountability and governance structures of the academy. He or she is a member of the [Trust Board] and must ensure that the academy acts within its powers and that its policies reflect legislative requirements, national policies and local requirements. At the same time, he or she must ensure that the academy Trust's operating capacity is aligned with these requirements including its staffing, financial management and control environment. In all its actions, the accounting officer must ensure the academy Trust acts in the public interest"

3.5 The role of local governance

3.5.1 The Trustees may establish LSBs to provide overview, scrutiny and stakeholder voice. Trustees are not required to sit on local governance fora but may choose to. Usually, Trustees will appoint the Chair and ensure that at least two parents are appointed.

3.5.2 Members of an LSB are referred to as "local governors" and discharge the function of local governance.

3.5.3 In fulfilling the remit of providing overview, scrutiny and stakeholder voice, typically, functions of local governance may include:

- Building an understanding of how the school is led and managed.
- Ensuring the vision and values of the school resonate with the diversity of the community it serves.
- Challenge how paid officers/employees of the school – and by extension, the Trust – utilise public money and resources effectively.
- Engaging with stakeholders; being a point of consultation and representation to ensure the Trust fulfils its objects, specifically ensuring the academy activities promote the benefits of the inhabitants of the area it is situated.

3.5.4 The responsibility for ensuring LSBs are in place and functional is delegated by the Board to the CEO, who – independent of the day-to-day management of the school, as this is delegated to the Headteacher – ensures local governance is in place and effective, reporting on this directly to the Board of Trustees. The separation of responsibility between the CEO and the Headteacher allows for the CEO to occupy a

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governance/strategic oversight function. Therefore, the CEO should not be the named Headteacher for a school.

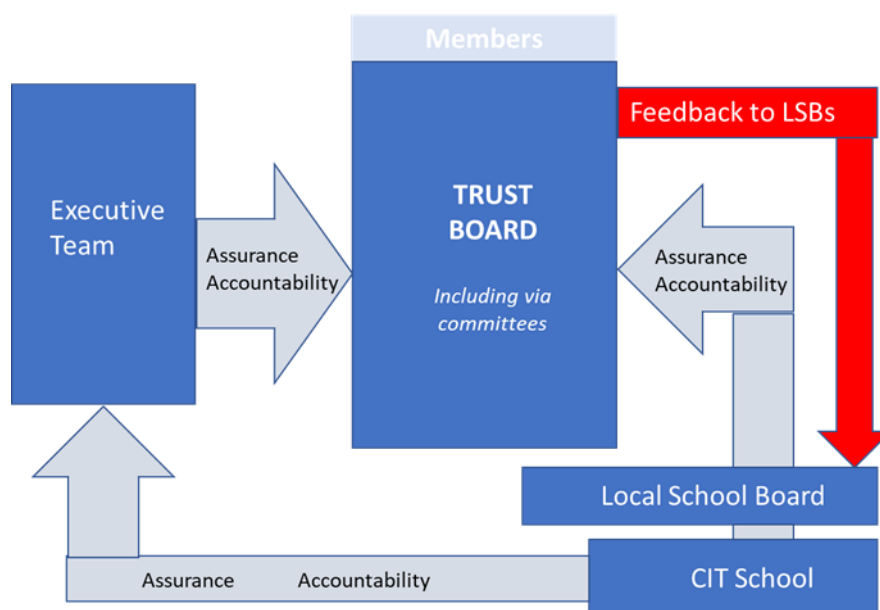
3.6 The role of the Headteacher

3.7 The Headteacher is responsible for the day-to-day management of the academy and is managed by the CEO or their nominated subordinate in the executive team.

4. **Delegation of Responsibilities Table**

4.1 The following grid is intended to simplify and visualise what is delegated to whom. In any MAT, the role of the CEO/accounting officer is distinct and should be independent of the operational day-to-day management of schools. If a clear separation of responsibilities is in place, structurally, then the CEO can and should provide independent assessment and judgement on the performance of a school and this will be informed by the views and opinions of those undertaking local governance roles.

4.2 However, the Trust Board will also seek external verification of a Headteacher's judgement. The Trust Board's triangulating governance assurance system is therefore best represented as follows:



4.3 Trustees have access to all Headteachers reporting to LSBs, and also to the minutes of all local governance meetings. The CEO is required to report regularly on the overall effectiveness of the academies and the Trust overall, via their reports to full Board and committee meetings. Trustees also expect the CEO to commission, on their behalf, external audit activity and review work, to provide external verification of the robustness, accuracy and validity of internal and arms-length reporting.

4.4 Trustees will also use the outcomes from Ofsted inspections to verify standards and the accuracy of executive and Headteacher reporting.

5. **Scheme of Delegation Table**

The Trust Board has two central responsibilities:

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- To make decisions/approvals related to a range of matters linked to the effective and efficient functioning of the Trust and thereby the achievement of its charitable objectives.
- To affect an oversight, accountability and assurance function related to matters of compliance, statutory guidance and to alignment with recognised best practice

The CIT Scheme of Delegation is designed to detail the decision/approval authorities delegated by the CIT Board of Trustees to its committees, to the Local School Boards of each of its schools, and to its employees.

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The document should be read in conjunction with the CIT Assurances Schedule which describes how the assurance responsibility is delivered by the Trust Board. This is a fluid document and will be updated as changes occur to the decision-making arrangements.

Annex 1 indicates the governance requirements that are outlined in the DfE's Governance Handbook, Academies Financial Handbook and the Trust's Articles of Association. These requirements are met through the Scheme of Delegation and the Assurances Schedule.

Key

	Power of approval/delegation of authority to
	Must be part of consultation process/recommended by. Named roles represent the lead in the process to secure relevant approval i.e. this person is responsible for preparing and recommending the work to the relevant approver/main person to consult
CFO	Chief Finance Officer
DPO	Data Protection Officer
DHR	Director of HR
DOE	Director of Education
SOM	School Operations Manager
DGO	Director of Governance and Operations
CFT	Central Finance Team
F&E	Finance and Estates Committee
HR	People (Human Resources) Committee
QE SG	Quality of Education Scrutiny and Safeguarding Committee
A&R	Audit and Risk Committee

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	Members	Board of Trustees	Board Committee	CEO	Executive Team (Other)	Headteacher	LSB
DECISIONS RE: TRUST VISION, VALUES, MISSION, STRATEGIC PRIORITIES AND KPIS							
Approve Trust's statements of Vision, Values and Mission							
Approve Trust's Strategic Development Priorities and associated KPIs							
EDUCATION DECISIONS							
Approve school curriculums							
Approve school self-evaluation							
Approve school educational targets			QE SG				
Approve school strategies for Pupil Premium expenditure					DOE		
Approval of school census information prior to DfE submission							
Pupil Exclusions							
The decision to issue a fixed term pupil exclusion							
The decision to permanently exclude, pending a disciplinary committee meeting							
Annual Education Reports							
Approval of Trust level annual Pupil and Sports Premium impact report			QE SG				
Approval of school annual Pupil and Sports Premium impact reports							
Approval of Trust level annual DSEN impact report			QE SG				
Approval of school annual DSEN impact report							
Safeguarding							
Approval of Trust level Safeguarding report to Local Safeguarding Children's Panel			HR				

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Authority to take action required to ensure that all Safeguarding policies and procedures are being adhered to within the schools							
School Closures							
Decision to close for Health and Safety reasons							
OPERATIONAL DECISIONS							
New Schools							
Contact with RSC to discuss potential new school and initial preparatory work		Chair					
Approval to progress to due diligence							
Approval to sign MoU of transfer to CIT							
Risk							
Approve Trust-wide Risk Policy and risk appetite statement			All				
Approve the Trust-wide risk register			A&R				
Authority to take action required to ensure that all organisational risks are being effectively mitigated							
Approve the school risk register						(and SOM)	
Authority to take action required to ensure that all school level risks are being mitigated							
Estates and Assets							
Approve/reject proposals for the acquisition/disposal of land/buildings			F&E				
Approve capital works and long-term building projects, based on annual conditions and the Estates 5 Year Strategy			F&E				
Health and Safety							
Authority to take action required to ensure that all Health & Safety policies and procedures are being adhered to at Trust							

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level							
Authority to take action required to ensure that all Health & Safety policies and procedures are being adhered to within the schools							
Legal							
Authority to seek legal advice from CIT's procured solicitors		Chair				(required to notify DoE)	
Freedom of Information							
Authority to submit FOI responses on behalf of CIT					DGO		
Communications							
Approve all press responses identified as a risk to CIT's reputation (school and Trust level)		Chair					
Approve all press responses at Trust level		Chair					
Approve all press responses at school level							
Approve any commissioned writing/opinion pieces for external parties (e.g. articles, book chapters) from CIT employees							
Delegation to QA all school websites to ensure all are fully compliant with Ofsted and regulatory requirements							
Operational Value for Money							
Approve national value for money operational projects where the value exceeds the levels permitted for the executive team to approve as set out in Finance Policy			F&E		CFO		
FINANCIAL DECISIONS							
Staffing appointments							

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Any staff hire with annual total salary over £100k per annum, permanent or temporary			HR		CFO		
Any Central staff hire outside of agreed budget					CFO		
Any school staff hire or salary increases outside of agreed budget					CFO DOE		
All school staff hire if part of agreed budget							
Staff reorganisations							
Any reorganisation exceeding £100k			F&E HR				
Any reorganisation up to £100k and involving staff consultation or potential redundancy costs			F&E				
Any reorganisation not involving staff consultation or potential redundancy costs							
Decisions to purchase supplies, services and works including leases (in budget)							
Expenditure over £100,000 (other than payroll expenditure)			F&E				
Expenditure over £25,000 and up to £100,000					As per Financial Handbook		
Expenditure over £15,000 and up to £25,0000					As per Financial Handbook		
Expenditure over £10,000 and up to £15,0000					As per Financial Handbook	As per Financial Handbook	
Expenditure up to and including £10,000					As per Financial Handbook	As per Financial Handbook	
Standard payments for payroll, pensions or Government agendas in relation to payroll or pensions – no monetary limits					(2 x Central Finance Team)		
Approval of CIF project plan			F&E				
Approval of any invoice regardless of value (providing plan has been approved by Trust Board)				If over £50K	CFO if over £50K		
Decision to agree a lease (in budget) *all lease agreements longer than 7 years must obtain ESFA approval							

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Lifetime value of £25k or more						
Lifetime value of over £5,000 and up to £25,000					CFO	
Lifetime value of up to £5,000						
Virements and budget variances and out of budget spend						
Out of budget expenditure up to £5,000					CFO	
Out of budget expenditure over £5,000					CFO	
School level increases in educational costs or staffing (outside budget)					DoE CFO	
School level within budget virements						(SOM)
Authorise contracts (in budget)						
Any contract with a maximum value exceeding £100,000 or exceeding a five-year term			F&E			
Any contract with a maximum value over £50,000 and up to a five-year term			F&E			
Any contract with a maximum value between £5,000 (£10,000 for works) and up to £50,000 and up to a five-year term					CFO	
When the contract is a Deed, involves a TUPE transfer, a Lease, an automatic roll-over/renewal, a CIT indemnity, a guarantee or warranty to a third party					CFO	
Any contract where the maximum value of the contract will be £5,000 (£10,000 for works) except where the contract is a Deed, involves a TUPE transfer, a Lease, an automatic roll-over/renewal, a CIT indemnity, a guarantee or warranty to a third party, and is a one-year term or less					(Central Finance Team)	
Any supply to third parties (other than renting halls, or gym space and equipment)						
Bank accounts						

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Opening new bank accounts			F&E		CFO		
Expenses							
Approval of Trustee/Member expenses		Chair					
Approval of Chair's expenses		Vice Chair					
Approval of CEO expenses		Chair					
Approval of ELT expenses							
School Resource Management Tool							
Annual approval			F&E		CFO		
GOVERNANCE DECISIONS							
Approve amendments to Memorandum & Articles, subject to Charity Commission and DfE approval as appropriate							
Approve a Scheme of Delegation of powers from the Board to sub-committees and officers as appropriate							
Approve statutory Trust level policies and sign off through Trust Board or relevant Committee as per schedule							
Authority to direct schools to comply with policy or statutory requirements							
Authority to approve matters reserved for Trust Board and committees in extenuating circumstances (see Board Approval for this)		Chair					
Appointment of Members							
Appointment of Trustees							
Appointment of Committee Chairs							
Appoint/approve LSB Chairs (annually)							
Appointment of LSB members							
Appointment of external auditor			A&R				
Internal Audit Plan			A&R				
Appointment of insurers							

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Appointment of bankers and investment managers					CFO		
Receive the statutory annual accounts							
Approve the statutory annual accounts							
Approval to merge or separate LSBs							
Data Breaches							
Point of contact for all data breach notifications					DPO		
Lead on Data Protection breach investigations					DPO		
Report data breaches to ICO					DPO		
Retrospectively assess the breach investigation and outcomes							
Report on outcome of breach to Board							
Communication point for pupils and parents in relation to data breaches							
Responsible for ensuring the security of the Trust's ICT infrastructure in relation to data breaches					DPO		
Decision and action on whether to report a data breach to the Education and Skills Funding Agency			F&E				
PEOPLE DECISIONS							
Trust level retention, development and recruitment							
Approve Trust-wide recruitment and development strategy			HR				
Approve annual cost of living pay award for all staff			HR		CFO		
Staffing structures (within approved budget)							
Approve staffing structure at Trust level			HR				
Approve staffing structure at school level							
Appointment and removal of							
CEO							

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ELT members			HR				
Chair of the Board							
Central Team staff and SOMs							
Headteachers							
School Senior Leadership Team – on Leadership scale							
School Teaching staff including SENCo, DSL & SPOC and education support staff							
School operations support staff							
Line Management of							
CEO		Chair					
ELT members							
Central Team staff and SOMs							
Headteachers					DOE		
School Senior Leadership Team							
School Teaching staff and education support staff							
School operations support staff							
Approve/Monitor Pay Progression (including outcomes from external benchmarking) of							
CEO		Chair	HR		CFO		
ELT members			HR		CFO		
Central Team staff							
Headteachers					DOE		
School Senior Leadership Team					DOE		
School Teaching staff and education support staff					DOE		
School operations support staff					DOE		
Settlement Agreements							
<ul style="list-style-type: none"> Equal to or above £15K or more than three months' salary 			HR				

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<ul style="list-style-type: none"> Where total amount including PILON exceeds 50% of salary 							
<ul style="list-style-type: none"> Below £15K 							
Suspension of							
CEO		Chair	HR Chair				
ELT members			HR Chair				
Central Team staff			HR Chair				
Headteachers			HR Chair				
School Educational Senior Leadership Team							
School Teaching staff and education support staff							
School operations support staff							
COMPLAINTS, HEARINGS AND PANELS							
Deal with formal parental or external complaints (Stage 2 of policy) against							
Chair of the Board			V Chair				
Trustees			Chair or V Chair				
CEO		Chair					
ELT members				If DPP is subject of complaint	DPP		
Central Team staff (including Teaching School)					DPP		
Headteachers					DPP		
School Senior Leadership Team							
School Teaching staff and education support staff							
School support staff							
Stage 3 parental or external complaints against...							
CEO/ELT members							
Central Team staff							

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Headteachers	Two Trustees plus 1 external panel member						
School SLT	Chair or Vice Chair of LSB plus 1 Governor or ELT member plus 1 external panel member						
School staff	Chair or Vice Chair of LSB plus 1 Governor or ELT member plus 1 external panel member						
Disciplinary Hearing of...							
CEO			HR Committee Member (where appropriate, external Disciplinary Manager to be appointed)				
ELT members			HR Committee Member (where appropriate, external Disciplinary Manager to be appointed)				
Central Team staff including Teaching School							
Headteachers							
School Senior Leadership Team							
School Teaching staff and education support							
School operations support staff							
Formal hearings for grievance claim made against							
CEO		Chair or Vice Chair					
ELT members							
Central Team staff					Director of HR		
Headteachers					Director of HR		
School Senior Leadership Team					Director of HR		

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School Teaching staff and education support staff					Director of HR		
School operations support staff					Director of HR		
Appeals against grievance outcome							
CEO		2 x Trustees*					
ELT members		3 x Trustees					
Central Team staff							
Headteachers							
School Senior Leadership Team							
School Teaching staff and education support staff							
School operations support staff							
*A suitably experienced/knowledgeable external panel member							
Staff appeals from disciplinary							
CEO		Members of Trust Board + external Disciplinary Manager to be appointed					
ELT members		Members of Trust Board + external Disciplinary Manager to be appointed					
Central Team members					ELT		
Headteachers					ELT		
School Senior Staff					ELT		
School Staff					ELT		
Staff pay award appeals							
ELT				HR			
School Senior Leadership				HR			
School staff					DOE		

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Central Team staff					ELT		
Director of Governance & Operations, Clerk to Trust Board, Executive PA			HR				
Other appeals							
Appeals against use of General Annual Grant							
Appeals against pooling of General Annual Grant							

Terms of Reference
Trust Board

1. Purpose

1.1 The purpose of the Board of Trustees is to lead, direct, monitor and control the activities of CIT so that its vision and mission can be achieved; and to formulate a Trust-wide strategy, ensuring the CIT is guided by a common set of objectives and values. The Board's principal duties are:

- (a) A duty of compliance with the Trust's governing documents and all relevant legislation and regulation.
- (b) A duty of care to ensure that the Trust is well run, efficient and meeting its overriding organisational objective to provide a good standard of education to all of its pupils; and
- (c) A duty of prudence in respect of managing the Trust's assets.

2. Membership

2.1 The Board shall comprise at least seven independent, non-executive Trustees. Trustees shall be appointed in line with the CIT Articles of Association.

2.2 Only Trustees have the right to attend meetings. However, the CEO will be invited to all Board meetings and other members of the Executive Leadership Team will be invited to attend meetings of the Board on a regular basis. non-members may be invited to attend all or part of any meeting as and when appropriate and necessary as determined by the Chair.

2.3 Appointments to the Board shall be for a period of up to four years, extendable by no more than two additional four-year periods.

2.4 The Board shall appoint the Chair. In the absence of the Chair and/or an appointed deputy, the remaining Trustees present shall elect a non-executive Trustee to Chair the meeting.

3. Clerk

3.1 The Clerk of the Board and will ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be three non-executive Trustees, or where greater, any one third (rounded up to a whole number) of Trustees.

5. Frequency of meetings

5.1 The Board shall meet at least four times a year at appropriate intervals in the financial, audit and educational reporting cycle and otherwise as required.

5.2 Outside of the formal meeting programme, the Board Chair will maintain a dialogue with key individuals involved in the company's governance, including the Chief Executive, the Finance Director and the Director of Operations and Governance.

6. Notice of meetings

6.1 A schedule of meeting for the academic year shall be agreed in advance by the Board. Additional meetings of the Board shall be convened by the Board Clerk at the request of any of the Trustees.

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6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Trustee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

7. Minutes of meetings

7.1 The Clerk shall minute the proceedings and decisions of all meetings of the Board, including recording the names of those present and in attendance.

7.2 Draft minutes of Board meetings shall be circulated promptly to all members of the Board.

8. Resignation and removal

8.1 A person serving on the Committee shall cease to hold office if:

- a) He/she resigns their office by giving notice in writing to the Clerk or Chairman.
- b) The Trustees terminate the appointment of the Committee member, whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust.

9. Proceedings of Board meetings

9.1 Each Trustee present in person shall be entitled to one vote.

9.2 Resolutions passed are by a majority vote of the Trustees. The Chair has a further casting vote where there is an equal division of votes.

9.3 The Trust's Virtual Governance policy sets out the changed arrangement and rules for the passing of resolutions when governance is transacted virtually.

9.4 A register of attendance shall be kept for each Committee meeting and published annually.

10. Duties

Strategic direction

10.1 The Board works in partnership with the Chief Executive and other senior staff to ensure that:

- (a) The constitution and rules that govern the Trust remain fit for purpose.
- (b) There is a regular review of the Trust's strategic plans and priorities.
- (c) The Trust has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by Trustees, staff and volunteers.
- (d) Delegated decision-making is clearly defined from academy level through to the Board – this is detailed in the Scheme of Delegation.
- (e) Annual and operational plans and budgets support the vision, mission and strategy.
- (f) The views of the Trust's pupils and stakeholders are regularly sought and considered in developing strategy.
- (g) Consideration is given to matters that might affect the Trust (environment, political, financial, competitive, partnerships, and alliances).

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- (h) The potential risks facing the Trust, including those related to its strategic priorities are determined and assessed in relation to the Board's risk appetite.
- (i) Risk control measures are in place and are impactful in reducing levels of perceived risk.

Performance management

10.2 The Board is responsible for the performance of the Trust, for its impact upon pupils and other stakeholders, and for its corporate behaviour by:

- (a) Agreeing and assuring the mechanisms for measuring the Trust's impact and progress towards its vision, mission and strategic objectives, business plans and annual budgets, and regularly considering reports on the Trust's performance.
- (b) Ensuring that there are policies and position statements to direct key areas of the Trust's business and seeking assurance as to effectiveness of policies and position statements.
- (c) Ensuring that there are appropriate quality and service standards for the delivery of education and that these are met.
- (d) Ensuring that the major risks to the Trust are regularly identified and reviewed and that assured systems are in place to mitigate or minimise these risks.
- (e) Ensuring that there are effective complaint systems in place for pupils and parents/carers.
- (f) Ensuring that there are assured processes for Trustees, staff and volunteers to report activity which might compromise the effectiveness of the Trust.
- (g) Employing and holding the Chief Executive to account for the management and administration of the Trust, with regular constructive feedback on his/her performance.
- (h) Ensuring that the Trust has effective employment policies and processes in place to recruit, train and develop staff and volunteers.

Finance and assets

10.3 The Board acts as the guardians of the Trust's finances and other assets by:

- (a) Ensuring that the Trust's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- (b) Acting reasonably and prudently in all matters relating to the Trust and always in the interests of the Trust.
- (c) Being accountable for the solvency of the Trust.
- (d) Reviewing the condition and use of the properties and land owned by the Trust.
- (e) Ensuring that intangible assets such as organisational knowledge and expertise, intellectual property, the Trust's brand, good name and reputation are recognised, used and safeguarded.

Compliance

10.4 The Board must:

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- (a) Ensure, with professional advice as appropriate, that the Trust complies with all constitutional, legal, regulatory, and statutory requirements.
- (b) Ensure the Trust complies with health and safety standards in its academies and offices.
- (c) Ensure that the Trust, its staff and volunteers, understand, comply with and undertake appropriate training in (as necessary) safeguarding practice, regulation and legislation.
- (d) Understand and comply with the constitution and rules that govern the Trust.

Governance

10.5 The Board aims for the highest possible standard of governance by ensuring that:

- (a) The Trust has a governance framework that is appropriate to an organisation of its size/complexity, stage of development and constitution. That this framework is regularly reviewed, along with the Board's performance.
- (b) In consultation with the Chief Executive, the Board has the mix of skills and experience it requires to govern the Trust well, and that the Board has access to and considers, relevant external professional advice and expertise.
- (c) Major decisions and policies are made by the Trustees active collectively, and that Board decisions are recorded in writing by means of minutes.
- (d) The Board's delegated authority is recorded by Terms of Reference for Board committees, job descriptions for Trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with.
- (e) The responsibilities delegated to the Chief Executive are clearly expressed and understood, and directions given to him/her come from the Board as a whole.
- (f) There is a systematic, open and fair procedure for recruitment of Trustees and of the Chief Executive.
- (g) All members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information, and training (both individual and collective).
- (h) Trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of Trustees who do not abide by the Trustee code of conduct.
- (i) In carrying out the above duties, professional advice is taken when necessary and the advice received is recorded.

11. Other matters

11.1 The Board shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new Trustees and on an ongoing basis for all Trustees.
- (c) oversee and be accountable for work undertaken by any Board committees.

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- (d) arrange for periodic reviews of its own performance and, at least annually, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.
- (e) have the power to make written resolutions without the need to meet in line with the details given in Annex 1.

12. Authority

12.1 The Board is authorised to:

- (a) seek any information it requires from any employee of the company in order to perform its duties.
- (b) obtain, at the company's expense, independent legal, accounting, or other professional advice on any matter it believes it necessary to do so.
- (c) call any employee to be questioned at a meeting of the committee as and when required; and
- (d) have the right to publish in the company's annual report, details of any issues that it decides are in the public interest.

12.2 The Chair of the Board has the authority to take Chairs Action in line with the details given in Annex 2.

Annex 1

Passing resolutions when detailed discussion or explanation is not required, i.e., without a meeting of the Trustees

...(that)under the Model Articles (Model Article 123) a valid Board resolution can be passed in writing where a resolution in writing is signed by all the Trustees entitled to receive notice of a meeting of Trustees (or of a committee of Trustees). The resolution can consist of several documents in the same form, each signed by one or more of the Trustees.

The resolution will be passed when the Written Resolution Document (see below) it has been signed by all the relevant Trustees and emailed it to the Clerk of the Trust Board along with confirmation that they have put the original in the post to the Clerk.

Minutes – once a written Board resolution is passed then this needs to be confirmed to the Trustees. The resolutions should then be placed with the Board minutes to record the resolutions.

Annex 2

Chair's Action

In order to facilitate the Trust making urgent decisions that arise between Board and committee meetings the Chair (or Vice Chair) may use the following decision-making procedure (to be known as Chair's Action):

1. Notwithstanding any provisions of the Trust's Articles of Association (the Articles) if the Chair is of the opinion that a matter of urgency exists [and it is not practicable to arrange a Board meeting on short notice in the circumstances] either:
 - (i) after receiving a written report from the [CEO]which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting and why it would qualify for urgent decision under this procedure; or

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- (ii) as a result of other information that is brought to their attention and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, School pupil or their parent or a person who works at the Trust,

then, in consultation with the CEO, they may exercise any function of the Trust which (i) can be delegated to an individual under the Articles, the Trust's funding agreements with the Secretary of State for Education (including the relevant Academies Financial Handbook) [or (ii) any function relating to the exclusion of pupils].

2. Where it appears to the Vice Chair that:

- (i) the circumstances mentioned in paragraph 1(i) and/or 1(ii) apply; and
- (ii) the Chair (whether by reason of vacancy in the office, incapacity or otherwise) would be unable to exercise the function in question before the detriment referred to in that paragraph is suffered,

the reference in paragraphs 1 and 3 to the Chair is to be read as if it were a reference to the Vice Chair.

3. The Chair may decide, on receipt of a request for a decision under Chair's Action, that the matter should be dealt with instead by a special Board meeting called on short notice, in which case a meeting shall be called promptly.
4. Any action under Chair's Action should be reported in writing as soon as possible to the Trustees (together with a copy any written report from the CEO. A record of the decisions taken shall also be included with the Board's minutes.

Community Inclusive Trust (CIT)

Terms of Reference

Finance and Estates Committee (F&E)

1. Constitution, Remit and Responsibilities

- 1.1 The F&E is a committee established by the Board of Trustees of the CIT (the Board) to:
- Undertake the ‘overview, accountability and assurance’ responsibilities linked to all Finance matters, matters linked to the Trust’s Estate and matters linked to data security.
 - Undertake the key Trust Board responsibilities detailed in the DfE Academy Trust Handbook (see Schedule 1).
 - Approve decisions as detailed in the Trust’ Scheme of Delegation.
 - Advise on any strategic priorities for the Trust linked to financial matters and Estates matters.
 - Ensure that the Trust behaves with regularity and propriety.
 - Ensure that the Trust secures values for money through economic, efficient, and effective use of the resources in its charge.

2. Membership

2.1 There are two categories of membership of the committee, both of which are suitably authorised and appointed by the CIT Trust Board.

2.1.1 Full Members - non-employees who are also Trustee Directors of the CIT Trust Board, (Minimum 3) and who may vote on all matters discussed or brought before the committee.

2.1.2 Full Members– non-employees who are members of a Local School Board of one of the Trust’s schools (Maximum 1).

2.1.2 Associate Members - who may not vote on financial audit matters (nor on any other matters if so decided by a majority of the Full Members present, and may also be asked to withdraw from the meeting in such circumstances) but are nevertheless permanent members of the committee who may attend as and when other commitments allow. They include the CIT CEO, the CIT CFO and the CIT Director of Operations and Governance.

2.2 In addition to the above, the committee may from time to time invite other attendees, employees and non-employees, to any meeting to provide information and participate in discussions for all or part of the meeting.

2.3 The committee shall have as many members as is determined from time to time and suitably authorised by the CIT Trust Board.

2.4 Attendance at a meeting of at least three Full Members constitutes a quorum.

2.5 The Chair of any F&E meeting shall be appointed by a majority vote of the Full Members of the committee.

2.6 In the absence of the Committee Chair, another full member of that committee may be invited to Chair for that meeting.

2.7 Appointments to the committee shall be for a period of up to four years, which may be extended for further periods of up to four years, provided that criteria for membership is still met.

2.8 Meetings shall be attended by the Clerk to the Board of Trustees, who shall take minutes of the discussions.

3. Resignation and removal

3.1 A person serving on the Committee shall cease to hold office if:

3.1.1 He/she resigns their office by giving notice in writing to the Clerk or Chairman.

3.1.2 The Trustees terminate the appointment of the Committee member, whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be three full members or where greater, any one third (rounded up to a whole number) of full members.

5. Frequency of Meetings

5.1.1 Meetings shall be held at least three times per year and on the basis of a pre-determined timetable agreed by the committee in meeting. Additional meetings may be held in order to meet urgent business requirements, upon notification to the Clerk to the Board of Trustees or to the committee Chair of any Full or Associate Member supported by at least 2 other Full or Associate Members.

6. Agendas and Notices of Meetings

6.1.1 Agendas shall be prepared by the Clerk to the Board of Trustees and approved by the committee Chair prior to issue. Agendas will always contain items such as apologies, determination of quoracy, declarations of interest, approval of the previous minutes and matters arising from the previous minutes. Inclusion of any other item may be requested by any Full or Associate Member, such inclusion being at the discretion of the committee Chair.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each Full and Associate Member of the committee and to the Chair of the CIT Trust Board, no later than five working days before the meeting.

7. Proceedings of Committee meetings

7.1 Full Member present in person shall be entitled to one vote.

7.2 Resolutions are passed by a majority vote of the Full Members

7.3 Where there is an equal division of votes the Chair shall have a further casting vote.

7.4 A register of attendance shall be kept for each Committee meeting and published annually.

8. Authority

8.1 The Committee is authorised by the Trust Board to:

8.2 Carry on any activity authorised by these terms of reference; and

8.3 Seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

9. Minutes of meetings

9.1 The Clerk to the Board of Trustees shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance, and prepare minutes for distribution.

9.2 Minutes shall be approved and signed by the committee Chair prior to distribution, and the committee Chair will determine the distribution, which will always be to all Full Members and to the Chair of the CIT Trust Board (whether present at the meeting or not), will normally be to all Associate Members and may be to others present (in full or in part), depending on interests in matters discussed and requirements to ensure appropriate confidentiality.

9.3 The minutes of meetings of the committee shall be considered at the next CIT Trust Board meeting following distribution.

10. Reporting Responsibilities

10. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

11. Other matters

11.1 The committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.

11.2 The committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of charitable trusts not limited to the provisions of the Code and Charity Law.

11.3 The committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

Schedule 1.

Finance

(See Trust's Scheme of Delegation)

The Financial duties delegated to the committee, for ultimate approval by the Trust Board, include the following.

1. Monitoring and review of CIT's overall financial strategies,
2. Approval of Budget,
3. Monitoring and review of historic, current, and projected levels of revenue and capital income and expenditure across CIT and performance against budgets,
4. Monitoring and review of the current and projected cash position,
5. Approval of income and expenditure contracts in accordance with the Academies Financial Handbook,
6. Ensuring that procurement procedures are being followed correctly,
7. Approval of all banking, funding, and investment arrangements,
8. Advising on the financial implications of the acquisition and disposal of all assets including land and property, and proposals for the development of CIT's estate,
9. Monitoring the adequacy and effectiveness of the Academy's systems of internal financial control for ensuring operational economy, efficiency, effectiveness,
10. Approval of the annual financial statements,
11. Monitoring and advising on any alleged fraud and irregularity in the Academy's financial and other control systems and ensuring that all allegations of fraud and irregularity are properly followed up,
12. Advising on changes in financial regulations.
13. Initial review of spend items in excess of 50K prior to presentation to Trust Board.

**Terms of Reference
Audit and Risk Committee**

1. Constitution, Remit and Responsibilities

1.1 The Audit and Risk Committee is a committee established by the Board of Trustees of the CIT (the Board) to:

- To maintain an oversight of the Trust's financial and non-financial, governance, risk management, internal scrutiny, and control systems.
- Undertake the 'overview, accountability and assurance' responsibilities linked to all Audit related matters.
- Undertake the key Trust Board responsibilities detailed in the DfE Academy Trusts Handbook including Financial Risk (see SOD / Schedule 1).
- Act as the general Audit and Risk Committee (see SOD /Schedule 2).
- Determine the potential risks facing the Trust; related Finance and Estates matters are determined and assessed in relation to the Board's risk appetite.
- Risk control measures are in place and are impactful in reducing levels of perceived risk.
- Ensure Health and Safety related risks are effectively managed across the Trust.
- To report its findings termly and annually to the Trust Board and the Accounting Officer (AO) as a critical element of the Trust's annual reporting requirements.
- The Audit and Risk Committee has no executive powers or operational responsibilities/duties.

2. Membership

2.1 There are two categories of membership of the committee, both of which are suitably authorised and appointed by the CIT Trust Board.

2.1.1 Full Members - non-employees who are also Trustee Directors of the CIT Trust Board, (Minimum 3) and who may vote on all matters discussed or brought before the committee.

2.1.2 Full Members– non-employees who are members of a Local School Board of one of the Trust's schools (Maximum 1).

2.1.2 Associate Members - who may not vote on Financial Audit matters (nor on any other matters if so decided by a majority of the Full Members present and may also be asked to withdraw from the meeting in such circumstances) but are nevertheless permanent members of the committee who may attend as and when other commitments allow. They include the CIT CEO, the CIT CFO and the CIT Director of Development, Operations and Governance.

2.2 The membership of the Audit and Risk Committee will comprise a minimum of 3 Trustees.

2.3 The Chair of the academy Trust Board and the Chair of the Finance Committee shall not serve as Chair of the Audit and Risk Committee.

2.4 In the absence of the Committee Chair, any committee Member shall chair such meeting.

2.5 At least one member of the Audit and Risk Committee should have recent or relevant accountancy, or audit assurance, experience.

2.6 Staff employed by the Trust may be invited to attend the Audit and Risk Committee to provide information and participate in discussions but should not be members of the committee, will be separate to the Finance Committee and not have overlapping membership.

2.7 Any Trustee may attend a meeting of the Audit and Risk Committee, including those who are not members of the Audit and Risk Committee.

2.8 The Chief Executive Officer/Accounting Officer and Chief Financial Officer should also attend meetings.

3. Resignation and removal

A person serving on the Audit and Risk Committee shall cease to hold office if:

3.1 He/she resigns their office by giving notice in writing to the Clerk or Chairman

3.2 The Trustees terminate the appointment of the Committee member, whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be three full members or where greater, any one third (rounded up to a whole number) of full members.

5. Frequency of meetings

5.1 Meetings shall be held at least three times per year and on the basis of a pre-determined timetable agreed by the committee in meeting. Additional meetings may be held in

order to meet urgent business requirements, upon notification to the Clerk to the Board of Trustees or to the committee Chair of any Full or Associate Member supported by at least 2 other Full or Associate Members.

6. Agendas and Notices of Meetings

6.1 Agendas shall be prepared by the Clerk to the Board of Trustees and approved by the committee Chair prior to issue. Agendas will always contain items such as apologies, determination of quoracy, declarations of interest, approval of the previous minutes and matters arising from the previous minutes. Inclusion of any other item may be requested by any Full or Associate Member, such inclusion being at the discretion of the committee Chair.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each Full and Associate Member of the committee and to the Chair of the CIT Trust Board, no later than five working days before the meeting.

7. Proceedings of Committee meetings

7.1 Full Member present in person or via TEAMS shall be entitled to one vote.

7.2 Resolutions are passed by a majority vote of the Full Members

7.3 Where there is an equal division of votes the Chair shall have a further casting vote.

7.4 A register of attendance shall be kept for each Committee meeting and published annually.

8. Authority

8.1 The Committee is authorised by the Trust Board to:

8.2 Carry on any activity authorised by these terms of reference; and

8.3 Seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

9. Minutes of meetings

9.1 The Clerk to the Board of Trustees shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance, and prepare minutes for distribution.

9.2 Minutes shall be approved and signed by the committee Chair prior to distribution, and the committee Chair will determine the distribution, which will always be to all Full Members and to the Chair of the CIT Trust Board (whether present at the meeting or not), will normally be to all Associate Members and may be to others present (in full or in part), depending on interests in matters discussed and requirements to ensure appropriate confidentiality.

9.3 The minutes of meetings of the committee shall be considered at the next CIT Trust Board meeting following distribution.

10. Reporting Responsibilities

10.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Audit and Risk Committee will:

- Oversee the Trust's risk register and, on the advice of the CEO/accounting officer and CFO, conduct a regular review of risks.

- Take 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 complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.

- Agree an annual programme of internal scrutiny with the Trust's internal auditors for checking financial systems, controls, transactions, and risks.

- Ensure that the programme of internal scrutiny delivers objective and independent assurance.

- Provide assurance to the Trust Board that risks are being adequately identified and managed.
- Advise the Trustees on the adequacy and effectiveness of the Academy Trust's systems of internal control and governance processes, securing economy, efficiency, and effectiveness (value for money).
- Consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise senior management on any additional or alternative steps to be taken.

- Advise the Trust Board on the appointment, reappointment, dismissal, and remuneration of auditors (both external auditors and internal audit).

- Monitor the effectiveness of auditors.

- Review the findings of the external auditors and agree any action plan arising from it.

- Ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant.
- Ensure that additional services undertaken by the auditors are compatible with the audit independence and objectivity.
- Consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- Encourage a culture within the Trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees.
- Will ensure information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the Trust is accurate and in compliance with funding criteria.

11. Other matters

11.1 The committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.

11.2 The committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of Directors of charitable Trusts not limited to the provisions of the Code and Charity Law.

11.3 The committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

Schedule 2

The general **audit, risk, and internal control** duties for ultimate approval by the Trust Board, include the following:

1. Ensuring that there a programme of work annually to deliver internal scrutiny that provides coverage across the year
2. Ensuring that there is a programme of work driven and agreed by the audit committee, and informed by risk (the risk register)
3. Ensuring that the recommendations of internal audit and other assurance activities (including ESFA, financial management and governance reviews, funding audits and investigations) are being addressed
4. Ensuring that an internal auditor independent and suitably qualified and experienced (*not* the accounting officer, chief financial officer, or other members of the finance team), is appointed internally or outsourced.

Terms of Reference
People (Human Resources) Committee

1. Constitution, Remit and Responsibilities

1.1 The People Committee is a committee established by the Board of Trustees of the CIT (the Board) to:

- Undertake the 'overview, accountability and assurance' responsibilities linked to its role as an employer.
- Approve decisions as detailed in the Trust's Schemes of Delegation.
- Act as the Trust's Remuneration Committee (see schedule 1).
- Make decisions on its behalf linked to the remuneration of the CEO and his/her direct reports – Executive Pay (see schedule 2).
- Put in place a rigorous and robust performance management process for the CEO
- Advise on any strategic priorities for the Trust linked to HR matters and Safeguarding matters.
- Determine the potential risks facing the Trust, related to Human resource matters, are determined and assessed in relation to the Board risk appetite.
- Risk control measures are in place and are impactful in reducing levels of perceived risk.
- Act as the Trust's Nominations Committee (see schedule 3).

2. Membership

2.1 There are three categories of membership of the committee:

2.1.1 Full Members - non-employees who are also Trustee Directors of the CIT Trust Board (Minimum of 2) and who may vote on all matters discussed or brought before the committee. Full members are appointed by the Trust Board.

2.1.2 Full Members – non-employees who are members of a Local School Board of one of the Trust's schools (Maximum of 1).

2.1.3 Associate Members - who may not vote on remuneration or nomination matters (nor on any other matters if so decided by a majority of the Full Members present and may also be asked to withdraw from the meeting in such circumstances) but are nevertheless permanent members of the committee who may attend as and when other commitments allow. They include the CIT CEO, the CIT HR lead and the CIT Director of Operations and Governance.

2.2 In addition to the above, the committee may from time to time invite other attendees, employees and non-employees, to any meeting to provide information and participate in discussions for all or part of the meeting.

2.3 The committee shall have as many members as is determined from time to time and suitably authorised by the CIT Trust Board.

2.4 Attendance at a meeting of at least three Full Members constitutes a quorum.

2.5 The Chair of any HR SG meeting shall be appointed by a majority vote of the Full Members of the committee.

2.6 Trust Board members appointments to the committee shall be for a period of up to four years, which may be extended for further periods of up to four years, provided that criteria for membership is still met. LSB appointments to the committee shall be for a period of two year.

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2.7 Meetings shall be attended by the Clerk to the Board of Trustees, who shall take minutes of the discussions.

3. Resignation and removal

A person serving on the Committee shall cease to hold office if:

3.1 He/she resigns their office by giving notice in writing to the Clerk or Chairman.

3.2 The Trustees terminate the appointment of the Committee member, whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be three full members or where greater, any one third (rounded up to a whole number) of full members.

5. Frequency of Meetings

5.1 Meetings shall be held at least three times per year and on the basis of a pre-determined timetable agreed by the committee in meeting. Additional meetings may be held in order to meet urgent business requirements, upon notification to the Clerk to the Board of Trustees or to the committee Chair of any Full or Associate Member supported by at least 2 other Full or Associate Members.

6. Agendas and Notices of Meetings

6.1 Agendas shall be prepared by the Clerk to the Board of Trustees and approved by the Committee Chair prior to issue. Agendas will always contain items such as apologies, determination of quorum, declarations of interest, approval of the previous minutes and matters arising from the previous minutes. Inclusion of any other item may be requested by any Full or Associate Member, such inclusion being at the discretion of the Committee Chair.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each Full and Associate Member of the committee and to the Chair of the CIT Trust Board, no later than five working days before the meeting.

7. Proceedings of Committee meetings

7.1 Full Member present in person shall be entitled to one vote.

7.2 Resolutions are passed by a majority vote of the Full Members

7.3 Where there is an equal division of votes the Chair shall have a further casting vote.

7.4 A register of attendance shall be kept for each Committee meeting and published annually.

8. Authority

8.1 The Committee is authorised by the Trust Board to:

8.2 Carry on any activity authorised by these terms of reference; and

8.3 Seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

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9. Minutes of meetings

- 9.1 The Clerk to the Board of Trustees shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance, and prepare minutes for distribution.
- 9.2 Minutes shall be approved and signed by the committee Chair prior to distribution, and the committee Chair will determine the distribution, which will always be to all Full Members and to the Chair of the CIT Trust Board (whether present at the meeting or not), will normally be to all Associate Members and may be to others present (in full or in part), depending on interests in matters discussed and requirements to ensure appropriate confidentiality.
- 9.3 The minutes of meetings of the committee shall be considered at the next CIT Trust Board meeting following distribution.

10. Reporting Responsibilities

- 10.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

11. Other matters

- 11.1 The committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- 11.2 The committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of charitable Trusts not limited to the provisions of the Code and Charity Law.
- 11.3 The committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Schedule 1

Remuneration responsibilities (See Trust's Scheme of Delegation)

The committee shall:

Have responsibility for setting the remuneration policy for all Executive Leadership, including pension rights and any compensation payments. No director or senior manager shall be involved in any decisions as to their own remuneration.

1. Recommend and monitor the level and structure of remuneration for the CEO and their direct reports.
2. In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the FRC Corporate Governance Code and associated guidance. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the Trust successfully without paying more than is necessary, having regard to views of other stakeholders. The remuneration policy should have regard to the risk appetite of the Trust and alignment to the Trust's long strategic term goals.
3. When setting remuneration policy for the CEO and their direct reports review and have regard to pay and employment conditions across the Trust, especially when determining annual salary increases.

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4. Review the on-going appropriateness and relevance of the remuneration policy.
5. Within the terms of the agreed policy and in consultation with the chairman and/or chief executive, as appropriate, determine the total individual remuneration package of each.
6. Agree all salaries above £100k.
7. Review all requests for settlement agreements.
8. Obtain reliable, up-to-date information about remuneration in other Trusts of comparable scale and complexity. To help it fulfil its obligations the committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Trust but within any budgetary restraints imposed by the Board.
9. Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee.
10. Determine the policy for, and scope of, pension arrangements for the senior management and other designated senior executives.
11. Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Trust, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
12. Oversee any major changes in employee benefits structures throughout the Trust.
13. Agree the policy for authorising claims for expenses from the CEO and their direct reports.
14. Work and liaise as necessary with all other Trust Board committees.
15. To advise on the strategic planning of succession of Executive Leadership.
16. To carry out a review of the staffing establishment whenever there is a vacancy within the Executive Leadership Team.
17. To advise the Board on the appointment of the Executive Leadership Team.

Schedule 2 Executive Pay

In setting executive pay the committee will ensure that:

- Its decisions about levels of (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities
- There sufficient documentation setting out the rationale behind the decision-making process, including whether the level of pay and benefits reflects value for money.
- No individual is involved in deciding their remuneration – or any person or Trustee who may have conflicts of loyalty to an individual.

It follows the FRC Corporate Governance Code - Remuneration Principles:

Clarity – remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce.

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Simplicity – remuneration structures should avoid complexity and their rationale and operation should be easy to understand.

Risk – remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified, and mitigated.

Predictability – the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy.

Proportionality – the link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance.

Alignment to culture – incentive schemes should drive behaviours consistent with company purpose, values and strategy.

Schedule 3

The committee will act from time to time as a nominations committee and will identify potential candidates for current or upcoming Trustee vacancies and work diligently toward attracting and securing top talent. Their duties include identifying, recruiting, screening and interviewing candidates for Board and ELT positions.

Terms of Reference
Quality of Education and Safeguarding Scrutiny Committee (QE and SG)

1. Constitution, Remit and Responsibilities

1.1 The committee was established by the Board of Trustees of the CIT (the Board) to:

- Undertake the 'overview, accountability and assurance' responsibilities linked to the quality of education and safeguarding being provided in each of its schools.
- Approve educational reports as detailed in the Trust's Scheme of Delegation.
- Advise on any strategic priorities for the Trust linked to quality of education and safeguarding matters.
- Determine the potential risks facing the Trust, related to educational and safeguarding matters, are determined, and assessed in relation to the Board risk appetite.
- Risk control measures are in place and are impactful in reducing levels of perceived risk.
- Undertake the 'overview, accountability and assurance' responsibilities linked to its responsibility to safeguard the pupils in its schools and approve the Trust's annual report to the LSCP.

2. Membership

2.1 There are three categories of membership of the committee:

2.1.1 Full Members - non-employees who are also Trustee Directors of the CIT Trust Board (Minimum of 2) and who may vote on all matters discussed or brought before the committee. Full members are appointed by the Trust Board

2.1.2 Full Members – non-employees who are members of a Local School Board of one of the Trust's schools (Maximum of 1)

2.1.3 Associate Members - who may not vote on any other matters if so decided by a majority of the Full Members present and may also be asked to withdraw from the meeting in such circumstances) but are nevertheless permanent members of the committee who may attend as and when other commitments allow. They include the CIT CEO and the CIT Directors of Education, Director of Safeguarding and the CIT Director of Operations and Governance.

2.2 In addition to the above, the committee may from time to time invite other attendees, employees and non-employees, to any meeting to provide information and participate in discussions for all or part of the meeting.

2.3 The committee shall have as many members as is determined from time to time and suitably authorised by the CIT Trust Board,

2.4 Attendance at a meeting of at least three Full Members constitutes a quorum,

2.5 The Chair of any QESC meeting shall be appointed by a majority vote of the Full Members of the committee.

2.6 Trust Board members appointments to the committee shall be for a period of up to four years, which may be extended for further periods of up to four years, provided that criteria for membership is still met. LSB appointments to the committee shall be for a period of two year.

2.6 Meetings shall be attended by the Clerk to the Board of Trustees, who shall take minutes of the discussions.

3. Resignation and removal

A person serving on the Committee shall cease to hold office if:

- 3.1 He/she resigns their office by giving notice in writing to the Clerk or Chairman
- 3.2 The Trustees terminate the appointment of the Committee member, whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust.

4. Frequency of Meetings

- 4.1 Meetings shall be held at least three times per year and on the basis of a pre- determined timetable agreed by the committee in meeting. Additional meetings may be held in order to meet urgent business requirements, upon notification to the Clerk to the Board of Trustees or to the committee Chair of any Full or Associate Member supported by at least 2 other Full or Associate Members.

5. Agendas and Notices of Meetings

- 5.1 Agendas shall be prepared by the Clerk to the Board of Trustees and approved by the committee Chair prior to issue. Agendas will always contain items such as apologies, determination of quoracy, declarations of interest, approval of the previous minutes and matters arising from the previous minutes. Inclusion of any other item may be requested by any Full or Associate Member, such inclusion being at the discretion of the committee Chair.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each Full and Associate Member of the committee and to the Chair of the CIT Trust Board, no later than five working days before the meeting.

6. Proceedings of Committee meetings

- 6.1 Each member present in person shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote.
- 6.2 A register of attendance shall be kept for each Committee meeting and published annually.

7. Authority

The Committee is authorised by the Trust Board to:

- 7.1 Carry on any activity authorised by these terms of reference; and
- 7.2 Seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

8. Minutes of meetings

- 8.1 The Clerk to the Board of Trustees shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance, and prepare minutes for distribution.
- 8.2 Minutes shall be approved and signed by the committee Chair prior to distribution, and the committee Chair will determine the distribution, which will always be to all Full Members and to the Chair of the CIT Trust Board (whether present at the meeting or not), will normally be to all Associate Members and may be to others present (in full or in part), depending on interests in matters discussed and requirements to ensure appropriate confidentiality.

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8.3 The minutes of meetings of the committee shall be considered at the next CIT Trust Board meeting following distribution.

9. Reporting Responsibilities

9.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10. Other matters

10.1 The committee shall have access to sufficient resources in order to carry out its duties, including access to the Trust's Secretariat for assistance as required.

10.2 The committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of charitable Trusts.

10.3 The committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Terms of Reference
Local School Boards (LSBs)

1. Constitution, Remit and Responsibilities

1.1 The LSBs have been established by the Board of Trustees of the CIT (the Board) to:

- Undertake on behalf of the Board of Trustees “overview and assurance” responsibilities linked to a range of aspects of the educational and other performance of the school.
- Report the established levels of assurance (Confidence) to the Trust Board three times a year.
- Undertake on behalf of the Trust Board responsibilities for additional aspects of their schools which fall under the headings of:

- Community**
- Concerns**
- Celebration**
- Communication**
- Culture**

Details of these aspects are set out in Schedule 1.

2. Membership

2.1 The LSB shall have up to 10 members with the following composition:

- Head Teacher
- Two parents
- One member of the school staff
- Up to six “Community” representatives

2.2 Appointments to the LSB shall be for a period of up to four years, which may be extended for further periods of up to four years, provided the governor still meets the criteria for membership.

2.3 The LSB shall at the first meeting of each academic year propose a member to act as Chair of the LSB (the Chair) for the duration of the academic year. Appointment of LSB Chairs will be subject to ratification by the Trust Board Chair. The LSB will elect a temporary replacement from among the members present at the meeting in the absence of the Chair. The Chair, or the temporary replacement Chair, cannot be an employee of the Trust / school. * However, when a non-staffing member solution is not possible, a member of CIT central staff (not a member of the executive leadership team ELT) may carry out this role. This should be for as short a period as possible, whilst the Board seeks the appointment of a suitable Chair.

2.4 The Clerk or his or her nominee shall act as the Secretary of the LSB and will ensure that the LSB receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

2.5 The LSB invite attendance at meetings from persons who are not LSB governors to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

3. Resignation and removal

A person serving on the LSB shall cease to hold office if:

- 3.1 He/she resigns their office by giving notice in writing to the Clerk or Chairman.
- 3.2 The Chair of the LSB terminates the appointment of the LSB governor whose presence or conduct is deemed by the Chair, at their sole discretion, not to be in the best interests of the Trust.
- 3.3 He/she fails to attend two of the four LSB meetings.

4. Proceedings of LSB meetings

- 4.1 The LSB will meet as often as is necessary to fulfil its responsibilities, but at least three times a year.
- 4.2 Any two LSB governors can request that the Chair convenes a meeting by giving no less than 14 days' prior notice.
- 4.3 The minimum number of members (the quorum) for the transaction of the business of the LSB shall be a majority of the LSB members.
- 4.4 Every matter to be decided at a meeting of the LSB must be determined by a majority of the votes of the members present and voting on the matter.
- 4.5 Resolutions shall be decided by majority vote.
- 4.6 Each member present in person shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote.
- 4.7 A register of attendance shall be kept for each LSB meeting and published annually.

5. Authority

- 5.1 The LSB is authorised by the Trust Board to carry on any activity authorised by these Terms of Reference as detailed in Schedule 1.

6. Minutes of meetings

- 6.1 The Clerk shall minute the proceedings and resolutions of all LSB Meetings, including the names of those present and in attendance and those absent with and without presented reasons and apologies.
- 6.2 Draft minutes of LSB meetings shall be circulated promptly to all members of the LSB. Once approved, minutes should be circulated to all other members of the LSB unless in the opinion of the LSB Chair it would be inappropriate to do so.

7. Reporting Responsibilities

- 7.1 The LSB shall report to the Board on its proceedings after each meeting using the template provided of the School On A Page report (SOAP) which the LSB, in conjunction with the Clerk, will complete.

8. Other matters

- 8.1 Have access to sufficient resources in order to carry out its duties, including access to the Clerk for assistance as required.

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- 8.2 At least annually, review its constitution and way of working to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the CIT Trust Board for approval.

Schedule 1 **LSB responsibilities**

Community

To ensure that the school is at the heart of its community and maximizes the potential of what the community has to offer its pupils.

Concerns

To ensure that transparent mechanisms are in place for staff, pupils, and parents to express their concerns and, when appropriate, to act as an independent local point of contact for signposting people to the right channels for dealing with their issues. There will always be at least one LSB member on appeal panels.

Celebration

To ensure that celebrating staff, pupils and parents remain a priority for the school. To lead initiatives to promote and celebrate achievements within the school or more widely.

Communication

To work with staff, pupils and parents to make sure that the school effectively communicates to all stakeholders, so that everyone feels part of school life and has the opportunity to access information and events. This includes the presentation of the school website and social media channels.

Culture

To ensure that the school has a positive culture which explicitly reflects the Trust's values and supports student achievement, lifelong learning for all members of its community and strong safeguarding practice.

Assurance - Local School Boards reported to Trust Board

Vision, Ethos and Strategic Direction of the school: the effectiveness of the school's strategic planning and the progress being made towards its key improvement priorities. Compliance re: key policies.

Curriculum:

Intention: appropriateness of curriculum

Implementation: staff development in place to support implementation

Impact: strong pupil achievement - pupil groups, etc.

Stakeholder engagement: parents and the community

Safety and Safeguarding: effective Health and Safety management; effective safeguarding practices and culture; effective behaviour management; effective attendance management.

Premises and asset management: effectiveness of stewardship of premises and assets

School food: take up of school lunches

Equalities Objectives: align the school's strategic development and improvements with the Trust's published Equalities Objectives