Flying High Trust

Scheme of Delegation and Terms of Reference

Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the Board) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies (See Appendix 1) maintained by the Trust.

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (See Appendices 3-6) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established three different types of committee:

- main **Board committees** which are established to deal with Trust-wide matters such as finance, people and resources, and pupils, standards and strategic development (Board Committees);
- **Local Hub Boards** which are established to scrutinise the performance of a group of schools and to provide a channel of communications and influence between the Board and local governing bodies; and
- **Local Governing Bodies (LGB)** which are established by the Board to support the effective operation of the Academies,

together the **Committees**.

The Board will review these Terms of References together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

Date last approved by the Board: **[date]**

Date for next review: **[date]**

NB Where there are any inconsistencies between these terms of reference and the overview of responsibilities document, these terms of reference and scheme of delegation take precedence

1 Establishing the Committees

1.1 The Board has resolved to establish the following Board Committees as committees of the Board:

1.1.1 Finance, People and Resources Committee (FPR); and

1.1.2 Pupils, Standards and Strategic Development (PSSD).

1.2 The Board has resolved to establish Local Hub Boards which will operate as sub-committees of the PSSD committee and which reflect the groups of schools established for quality assurance and school improvement purposes.

1.3 The Board has resolved to establish LGBs for its Academies each as a separate committee of the Board. An LGB may act in respect of two or more Academies. The current list of LGBs and the Academies they operate in respect of is set out in Appendix 1.

2 Membership – Board Committees

2.1 Each Board Committee shall have a minimum of three members and maximum of six members. A majority of Board Committee members must be trustees of the Trust (See Appendix 2 – list of Trustees and committee membership).

2.2 The Board will appoint and remove all Committee members.

2.3 The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.

2.4 The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.

2.5 The Trustees recognise the overriding principles of the Academies Financial Handbook published by the ESFA (the AFH) and that the Finance, People and Resources Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. Employees may be members of the Finance, People and Resources Committee but shall not participate as members when audit matters are discussed but may remain in attendance to provide information and participate in discussions.

2.6 The Finance, People and Resources Committee (FPR) and the Pupils, Standards and Strategic Development Committee (PSSD) are established and appointed by the Board of Trustees. The Board will delegate specific powers and tasks to these committees, reporting back to the Board of Trustees. The committees will meet at least once per term, as frequently and often as is necessary to complete the required tasks. Each will be chaired by a Trustee (a member of the Board of Trustees) and will comprise at least three Trustees. Other external expertise may be co-opted on to the committees where specialist advice is needed. (See Appendices 3 and 4).

3 Membership – Local Hub Boards

3.1 The composition of the Local Hub Boards will be determined as below:

- The local hub boards will be organised to reflect the current FHT Quality Assurance groups
- The hubs will each contain a similar balance of categories of school ie requiring improvement/inadequate and good/outstanding as judged by the Trust
- The hub's remit will focus on the performance of the schools within its own hub.
- The local governing bodies of all the schools in each hub will be represented on the local hub board (usually by their chairs or vice chairs) provided that the local governing body and the Board of Trustees, taking account of the Trust's risk assessment of each school, feel that it has the capacity to participate in and make a contribution to the local hub board
- The local hub boards are sub-committees of the Board of Trustees' Pupils, standards, and strategic development committee (PSSD).
- Each hub will be chaired by a Trustee of the Trust who will not be a member of a local governing body of a school within that hub.
- The local hub boards will be supported by the hub's Director of Quality Assurance and School Improvement, the hub's business manager, and the FHT Project Manager.

4 Membership – LGBs

4.1 Each LGB operating in respect of one Academy shall, unless the Board resolve otherwise, have a minimum of five members and a maximum of nine members.

4.2 Each LGB operating in respect of two or more Academies shall, unless the Board resolve otherwise, have a minimum of seven members and a maximum of thirteen members.

4.3 The membership of each LGB shall be as follows (unless the Board resolve otherwise):

- at least two but no more than four parent members;
- at least one staff member, ensuring that no more than a third of the local governing body are employees of the school and/or Trust;
- the headteacher of the academy;
- up to six persons appointed by the local governing body for their particular skills and experience, ensuring that the total number of governors does not exceed nine;

4.4 The current LGB Members are set out in the register of members maintained by each academy, links to which can be accessed directly from the Trust's website.

4.5 The local governing body shall:

4.5.1 make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB members, including any question of whether a person is a parent of a registered pupil at an academy. Any election of a parent member which is contested shall be held by secret ballot;

4.5.2 make all necessary arrangements for, and determine all matters relating to, the election of staff LGB members.

4.6 The term of office for any LGB member shall be four years, save that this time limit shall not apply to the headteachers. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

5 Chairs of Committees

5.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee, Local Hub Board or LGB (as appropriate).

5.2 Subject to paragraph 5.3, each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee and also the chairs and vice-chairs of the Local Hub Boards. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.

5.3 No person may act as Chair of a Board Committee or a Local Hub Board under paragraph 5.1 unless they are also a Trustee.

5.4 Subject to paragraph 5.5:

5.4.1 the LGB Members shall at the first meeting of each academic year appoint LGB Members to act as Chair and Vice-Chair of the LGB;

5.4.2 the LGB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair and Vice-Chair.

5.5 No person may act as Chair of the Board, its committees, Local Hub Boards and local governing bodies if they are an employee of the Trust.

6 Authority, remit and responsibilities of the Committees

6.1 Each Committee shall be responsible for the matters as set out in Appendices 3-6.

6.2 Each Committee is authorised by the Board to:

6.2.1 carry on any activity authorised by these Terms of Reference; and

6.2.2 seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.

6.3 LGBs may establish appropriate sub-committees or working groups to support the effective fulfilment of their delegated responsibilities and must inform the Board when establishing new committees.

7 Proceedings of Committee meetings

7.1 The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

7.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

7.3 The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.

7.4 The quorum for the transaction of the business of LGB shall be three LGB Members provided that no more than one third of those present are employees of the academy.

7.5 The Accounting Officer shall ensure that a clerk is provided to take minutes at meetings of the Board Committees and the Local Hub Boards.

7.6 The relevant headteacher shall ensure that a clerk is provided to take minutes at meetings of the LGBs.

7.7 Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.

7.8 Each Committee member present in person shall be entitled to one vote.

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

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

7.11 Committees may invite attendance at meetings from persons who are not Committee members 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.

7.12 References in paragraph 7 to the "Chair" shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

8 Conduct of Committee members

8.1 All Committee members shall provide confirmation in writing that they will observe at all times the provisions of the Trust's code of conduct for trustees/governors.

9 Members' Interests

9.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.

9.2 Each Committee member, if present at a Committee meeting, must disclose their interest, withdraw from the

meeting and not vote on a matter if:

9.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;

9.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required (In the event that there is any dispute about whether there is reasonable doubt around impartiality, the matter shall be brought to the attention of the Chair of the Board – or Vice Chair where it is the Chair's impartiality in question – and his/her decision on the matter shall be final.); or

9.2.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

10 Disqualification & Removal of Committee Members

10.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

10.1.1 is or becomes disqualified from holding office under the Trust's Articles of Association;

10.1.2 is or becomes disqualified from holding office as a governor of a school or academy;

10.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;

10.1.4 is barred from any regulated activity relating to children;

10.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

10.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);

10.1.7 has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;

10.1.8 refuses to, or fails within a reasonable time period to provide the relevant information for, an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

10.1.9 commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;

10.1.10 in the case of a LGB Member, is absent without the permission of the LGB Members from all their meetings held within a period of six months and the LGB Members resolve that his/her office be vacated;

10.1.11 resigns his/her office by notice in writing to the relevant Chair;

10.1.12 in the case of a headteacher, they cease to be the headteacher;

10.1.13 in the case of a LGB Member, their term of office expires and they are not re-appointed;

10.1.14 in the case of a Local Hub Board member, they cease to be a member of their local governing body or they are replaced by their local governing body as the local governing body's representative on the Local Hub Board.

10.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGB Member by written notice to the relevant Chair.

11 Reporting Procedures

11.1 Within 14 days of each meeting each Committee will:

11.1.1 produce and agree minutes of its meetings;

11.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board,

together the **Committee Reports**.

11.2 The Committee Reports can be agreed by committee members by email.

11.3 The Committee Reports will be sent to the Board within 28 days of each Committee meeting.

11.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

11.5 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

Appendix 1

The Trust's LGBs

- Alderman Pounder Infant & Nursery School
- Beeston Fields Primary & Nursery School
- Bilsthorpe Flying High Academy
- Brooklands Primary School
- Cotgrave Candleby Lane School
- Edwalton Primary School
- Ernehale Infant School
- Ernehale Junior School
- Flying High Academy Ladybrook
- Greenwood Primary & Nursery School
- Greythorn Primary School
- Haddon Primary & Nursery School
- Hillside Primary & Nursery School
- Horsendale Primary School
- Hucknall Flying High Academy
- John King Infant Academy, Longwood Infant Academy and Kirkstead Junior Academy – under joint leadership as Pinxton Village Schools
- Killisick Junior School
- Leamington Primary & Nursery Academy
- Mapplewells Primary & Nursery School
- Peafield Lane Academy
- Porchester Junior School
- Stanstead Nursery & Primary School

All the above schools have single governing bodies apart from the Pinxton Village Infant Schools which share a governing body

Appendix 2

The Register of Members and Trustees of the Flying High Trust

Members

Name	Role	Notes
Neil Robinson	Member	
Julie Thain	Member	
Wendy Daley	Member	
James Brown	Member	
Peter Smith	Member	

Trustees

Neil Robinson	Trustee	FPR and PSSD committees
Jason Beaumont	Trustee	FPR committee
Lucy Littlefair	Trustee	FPR committee
Kate McKenna	Trustee	PSSD committee
Chris Wheatley	Trustee	FPR and PSSD committees
Paul Bennett	Trustee	PSSD committee
Stuart Hoult	Trustee	
Rebecca Kerr	Company Secretary	

Appendix 3

Remit and Responsibilities of the Finance, People and Resources Committee

The powers and functions delegated by the Board to the Finance, People and Resources Committee are as set out below.

The remit for this committee is to:

- Keep under review the strategic management of the Trust's finances, including the long-term deployment of resources
- Ensure that the Trust operates within the financial guidelines of the ESFA
- In consultation with the Chief Executive Officer (CEO) and the Director of Business and Finance (DBF), to draft the formal budget plan for the financial year, before approval by the Board of Trustees
- Consider a budget position statement, including virement decisions at least termly and report significant anomalies from the anticipated position to the Board
- Receive headline financial information and monthly monitoring reports from the Director of Business and Finance at each meeting to ensure that it is able to effectively monitor the annual expenditure against the agreed budget
- Review decisions in respect of service level agreements or in-house provision and to monitor the effectiveness of these services
- Keep under review the priorities for discretionary spend from competing bids eg priorities for capital funding
- Monitor and review strategic improvement projects and other major projects above a value of £100k to review progress, delivery, costs and value-for-money
- Act as an independent scrutinising body for major projects to ensure that they are achieving the design objectives and represent value-for-money
- Draft the annual accounts for the Trustees of the Trust, to be sent to the Secretary of State and Companies House
- Review the staffing structure of the Trust based on plans presented by the CEO and/or DBF and funds available for the Trust, and make recommendations to the Board
- Ensure that a consistent approach to headteacher and staff performance management is adopted across the Trust
- Consider and recommend a pay policy for the Trust to be agreed by the Board and ensure that a consistent approach to pay review is in place across the Trust
- Make recommendations to the Board on the recruitment and appointment of members of the Trust's senior leadership team; and make recommendations to the Board on setting the pay and remuneration of that leadership team
- Ensure that the Trust adopts an appropriate range of personnel procedures eg disciplinary, grievance, capability and remuneration
- Ensure that the Trust approves a written scheme of delegation of financial powers that maintains robust internal controls.

Appendix 4

Remit and Responsibilities of the Pupils, Standards and Strategic Development Committee

The powers and functions delegated by the Board to the Pupils, Standards and Strategic Development Committee are as set out below.

The remit for this committee is to:

- Hold the CEO and leadership group of the Trust to account for the performance of each and every academy within the Trust
- Review throughout the year the standards achieved by pupils across the Trust, and ensure that the resources of the Trust are being deployed effectively to secure improvements
- Receive regular feedback on the strategies and provision for vulnerable groups across the Trust, especially those with special educational needs, and the use and impact of the pupil premium
- Review the quality of teaching and learning across the Trust and hold the CEO and the Trust's leadership group to account for the effectiveness and impact of teaching, and for the measures taken to improve teaching where it falls below the expected standards
- Advise the Board of Trustees on the overall vision, aims and principles underpinning the curriculum across the Trust
- Receive and review information relating to academy self-evaluation and ensure that this information, along with other data and external evaluations, is used to inform the improvement agenda for the Trust
- Consider issues relating to the safety and well-being of pupils across the Trust, including: pupil well-being, behaviour, attendance and inclusion
- Ensure that the Trust has a consistent approach to admissions and keep this under review
- Ensure that schools are setting appropriate criteria for admissions in line with the values and expectations of the Trust, and taking due account of the policies and practices of the relevant local authority
- Consider the strategic development of the Trust and make recommendations to the Board as appropriate.

Appendix 5

Remit and Responsibilities of the Local Hub Boards

The powers and functions delegated by the Board to the Local Hub Boards are as set out below.

Function of the local hub boards:

The local hub boards will focus primarily on school improvement and the performance of the schools in the hub. However, they will also need to have oversight, by exception, on matters such as finance management, safeguarding, complaints, attendance and exclusions. These boards will meet termly. It is proposed that the roles of each local hub board will be to:

- scrutinise the performance of each school within the hub, based on their performance dashboards and focusing particularly on exceptions (the areas judged to be 'red' and 'amber');
- hold the Trust (and its relevant officers) to account for the performance of the schools in the hub, ensuring that each school is addressing effectively its key priorities for improvement;
- ensure that FHT resources and support are being deployed effectively, and are having a positive impact across all hub schools, based on the priorities identified within individual school action plans;
- moderate and ensure consistency in policy implementation across the hub;
- identify and share effective practice within and between schools;
- maintain effective two-way communications between the Board of Trustees, the Local Hub Board and local governing bodies; consider issues raised by local governing bodies and escalate these to the Board of Trustees, as appropriate; and consider issues / information received from the Board of Trustees and pass these to local governing bodies for information, comment or action, as appropriate;
- oversee elements of the risk register and other matters delegated by the Trust Board of Trustees.

Appendix 6

Remit and Responsibilities of the Local Governing Bodies

The powers and functions delegated by the Board to the LGBs are set out in detail in the Trust's Scheme of

Delegation as approved by the Board and in summary include the following:

Each school will retain its own local governing body, or could join together with another school(s) to share a local governing body (subject to the approval of the Board of Trustees).

Composition of local governing bodies (LGB): The Schemes of Delegation allows significant flexibility to meet local context and needs. LGBs should focus on creating governing bodies comprising people with the right skills and commitment to ensure effective governance.

Function of local governing bodies:
The Trust delegates powers to local governing bodies through the Schemes of Delegation. LGBs are expected to undertake an annual self-evaluation of the effectiveness of their governance and identify priorities for improving governance. While the functions of LGBs are largely the same (as identified in their Schemes of Delegation), they will receive different levels of support (eg through a National Leader of Governance) and intervention based on their performance and that of the school. In general, it is expected that LGBs will be responsible, in each school, for:

- ensuring that the school promotes the vision and values of the Trust;
- the safety and well-being of staff and pupils;
- the range and quality of the curriculum;
- the effective deployment of funds and resources;
- ensuring that the school meets its statutory requirements in terms of policies and processes;
- ensuring that the school meets the standards of financial management and controls set out in the FHT Finance Policy;
- the maintenance of the site and buildings;
- engaging effectively with parents and the local community;
- ensuring that the school fulfils the Trust's Expectations for Engagement policy.

Local governing bodies will:

- ensure that the Academy or Academies are conducted in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of an Academy, any agreement entered into with the Secretary of State for the funding of the Academy or Academies and these Terms of Reference.
- consider budget monitoring information and make recommendations to the Principal/Headteacher in relation to any potential overspending.
- act as a critical friend to the Principal/Headteacher (including but not limited to advice in relation to annual budget proposals).
- adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them in order to support the Board and its committees in relation to proper use of funds & delivering high quality educational provision.
- represent the views of the community (including but not limited to in discussions on budget issues that relate to community engagement and activity and make recommendations to the Principal/Headteacher).
- support the Principal or Principals in recruitment and selection, grievance, disciplinary and exclusion

processes where appropriate.

- promptly implement and comply with any policies or procedures communicated to the LGB by the Board from time to time.
- support the Trust's senior management staff deal with parental complaints pursuant to the Trust policy on parental complaints.
- draw any significant recommendations and matters of concern to the attention of the Board.
- account to the Local Hub Boards for the performance of their schools;
- and respond to issues raised by the consider Trust Board and Local Hub Boards, and ensure that required actions are undertaken;
- raise issues and send communications to the Local Hub Board for consideration and comment.