

Minerva

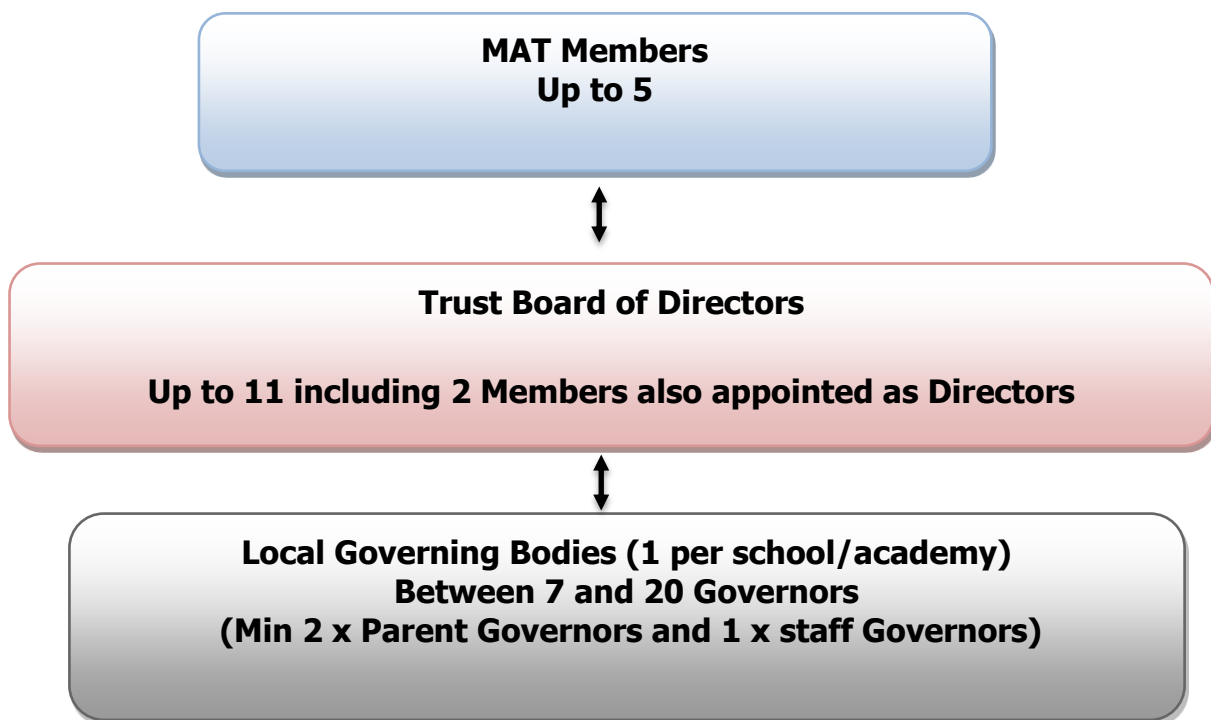
Learning Trust

Scheme of Delegation

Date First Published	
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Review Cycle	Annual

1. Multi Academy Trust Board Scheme of Delegation (SoD)

- 1.1. The Board of Directors (also referred to throughout this document as “the Trust Board”, “Directors”, or “TB”) of Minerva Learning Trust (referred to throughout this document as "Minerva" or "the Trust") are accountable in law for all major decisions about the academies that comprise the multi-academy trust.
- 1.2. This document outlines the how the Trust Board have resolved to delegate responsibilities down through the various layers of governance within the Trust structure. Any decision to delegate a task/responsibility is made by the full Board of Directors. Without such delegation, an individual/committee has no power to act.
- 1.3. The structure of the Trust governance is as follows:



- 1.4. The table included in this document (chapter 2) shows to which level the Trust Board has chosen to legally delegate functions.
- 1.5. The Trust has been founded on the belief that governance should be focused on supporting a child as best it can and ensuring inclusivity for all.
- 1.6. This document should be read in conjunction with the job descriptions of the Chief Executive Officer, Chief Finance Officer, Human Resources Director, Headteachers and Business Managers as well as the Trust’s Governance Handbook and the Trust’s Delegated Financial Powers Handbook.

- 1.7.** 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 Trust.
- 1.8.** Although decisions may be delegated, the Trust Board as a whole remains responsible for any decision made under delegation.
- 1.9.** Trust Board committees can be given delegated authority by the Trust Board to make decisions, monitor, evaluate and review particular plans, policies and targets. The Chief Executive Officer and Trust employees play a major role in formulating plans, policies and targets to bring to committees or to the Trust Board for discussion.
- 1.10.** The Trust Board has established two committees with delegated powers: the Audit & Finance Committee and the Standards Committee. Each of these committees has terms of reference, and is appointed to with a majority of Trust Directors. Local governors may hold associate membership of these committees, but hold no voting rights.
- 1.11.** The Trust Board has also established an advisory committee that meets once a term. Local governing body chairs are invited to attend (referred to as the "Chairs' Advisory Group"). The committee holds no delegated powers and is a forum for the Board and Headteachers/local governing bodies to be formally consulted on appropriate Trust business. Other participants, including governors and associated governors, of the Local Governing Bodies may be invited to attend. The Trust Board will consider very carefully any guidance or advice offered.
- 1.12.** Whilst the Department for Education uses the term "Local Governing Board" for individual academy/school governance boards, Minerva uses the term "Local Governing Body". Local Governing Bodies have also been given delegated authorities to make decisions, monitor, evaluate and review plans, policies and targets in relation to their own academy, on behalf of the Chief Executive Officer who is named "accounting officer" responsible to HM Parliament and Companies House.
- 1.13.** The Chief Executive Officer and the Headteachers are responsible for internal organisation, management and control of the member academies and are accountable to the Trust Board.
- 1.14.** As part of its responsibilities, the Trust Board will ensure that this document is reviewed at least annually during the summer term of the academic year and, whenever there are changes to the structure and/or constitution of the Trust or the academies within it. Nationally, there are many different multi-academy trust models with different approaches to delegation and governance structures. Minerva will seek at all points to learn from the best practice of others and also reflect on what is and isn't working well for this Trust. This review process should also be informed through consultation with Chairs of the LGBs.

- 1.15.** This scheme of delegation is reflective of “business as usual” for the Trust. The Trust Board may reserve the right to vary the delegation of powers in exceptional circumstances, limited to situations of the suspension of an officer with delegated powers employed by the Trust or where an academy requires intervention, in line with the Trust policy on member academies causing concern or academies that the Trust has been requested/required to sponsor.
- 1.16.** The Trust Board cannot revise those powers held by Members. Only Members can amend these.
- 1.17.** Whilst the strategic direction and delegation of Trust matters are ultimately the responsibility of the Trust Board, it is recognised that the Trust is founded on an ethos of collaboration and mutual cooperation between the academies within it, and that, amongst other things, this should inform any material changes to this Scheme of Delegation. In accordance with this ethos, the following processes apply for the review and amendment of this Scheme of Delegation:
- 1.17.1. The Trust Board and the Chairs Advisory Group shall review this Scheme of Delegation annually.
 - 1.17.2. Following that review, either of the Trust Board or the Chairs’ Advisory Group may propose amendments to this Scheme of Delegation, with reasons, for consideration by both bodies. The Trust Board may also propose amendments, on the same basis, at any other time where it reasonably considers it necessary to do so before any annual review (for example, to comply with any changes in law).
 - 1.17.3. In either case, within 14 days of proposals being made, the Chairs’ Advisory Group will be invited to present its views on the proposed amendments to the Trust Board.
 - 1.17.4. The Trust Board will consider very carefully any guidance or advice offered and will notify the Chairs’ Advisory Group of its decision in respect of the proposed amendments, with reasons, as soon as reasonably practicable but preferably within 14 days.
 - 1.17.5. Within 14 days of that notice, the Chairs’ Advisory Group may submit an appeal in respect of that decision, in writing to the Chair of the Trust Board. The appeal shall be considered as soon as reasonably practicable by an appeal panel consisting of three people: one member of the Trust Board, one member of a Trust LGB, and one independent director of another multi-academy trust (i.e. a person who is not also a member or director of Minerva Learning Trust or a member of a Trust LGB or otherwise employed by or connected with the Trust). The appeal panel will advise the Trust Board and the Chairs’ Advisory Group of its decision, with reasons, as soon as reasonably practicable. The appeal panel shall either uphold the Trust's original decision or direct that the Trust Board reconsiders its decision taking into consideration the appeal panel's views.

- 1.17.6. If the appeal panel directs that the Trust Board reconsiders its decision, the Trust Board shall do so and will notify the Chairs' Advisory Group of its final decision in respect of the proposed amendments, with reasons, as soon as reasonably practicable.
- 1.17.7. For the avoidance of doubt, the process described above is subject to exceptional circumstances where the Trust Board reasonably considers it must implement emergency changes to the Scheme of Delegation in any event, including for example where required by law or any competent regulatory body (such as the Regional Schools Commissioner). Before implementing any such changes, the Trust Board shall, so far as possible in the circumstances, provide adequate notice and consult with the Chairs' Advisory Group, and the Trust Board will consider very carefully any guidance or advice offered.

2. Delegation of Responsibilities Table

Key

M:	Members
TB:	Trust Board (of Directors of Minerva Learning Trust)
TBC:	A Committee of the Trust Board
CEO:	Chief Executive Officer or Chief Finance Officer (where it is not the CEO, this will be explicitly stated as the CFO in the "accountability" column).
LGB:	Local Governing Body
HTs:	Academy Headteachers

Dark Blue box

Function **cannot** be carried out at this level



Action could be undertaken by this level. Where a tick is used for more than one tier of delegated responsibilities for the same function, this means that either/or level can discharge delegated responsibilities dependent on the needs of the business at that time.



To advise on function.

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
1. Trust Board, governance and strategy								
1. Trust Board, governance and strategy	1.a Appoint members	✓						
	1.b Remove members	✓						
	1.c Appoint Directors	✓	✓					
	1.d Remove Directors	✓	✓					TB accountable to Members
	1.e Appoint/remove Chief Executive Officer		✓					TB accountable to Members
	1.f Review/amend articles of association	✓	A					TB to advise Members
	1.g Approve annual report to members on Trust performance		✓					TB accountable to Members
	1.h Determine Trusts vision, values & ethos	✓	✓		✓	A	A	TB accountable to Members
	1.i Setting the trust wide strategy / agreeing key performance indicators (KPI) to inform progress of 3-5 year plan		✓	A	A	A	A	TB accountable to Members

Area	Function	Delegated responsibility					Accountability	
		M	TB	TBC	CEO	LGB		HT
1. Trust Board, governance and strategy								
1. Trust Board, governance and strategy	1.j Contextualise trust wide vision/strategy in each academy					✓	A	LGB accountable to CEO
	1.k Establishing governance structure for the trust / review scheme of delegation.	A	✓		A	A		
	1.l Appoint / remove Trust Board clerk		✓		A			TB accountable to Members
	1.m Appoint/remove clerk to academy LGB's				A	✓		LGB accountable to CEO
	1.n Appoint chair of Trust Board and Trust Board committees		✓			A		TB accountable to Members
	1.o Appoint/remove chairs of LGB's		A		A	✓		
	1.p Lead on director recruitment	✓	✓		A	A		TB accountable to Members
	1.q Annual self-review of TB and LGBs - assess whether size/composition/governance structure conducive against effective working		✓		A	✓	A	TB accountable to Members LGB accountable to TB CEO to advise
	1.r Carry out 360 review of trust board, chairs and LGB performance		✓	✓	A	✓	A	TB accountable to Members LGB accountable to TB CEO to advise
	1.s Annual review of Director contribution / succession planning		✓	A	A	A		Chair of TB
	1.t Election of parent governors					✓		LGB accountable to TB
	1.u Agree Terms of Reference for all standardised Trust Board committees including local/regional governance layers		✓		A	A		TB accountable to Members
1.v Agree Headteachers report format		✓		A	A	A	CEO accountable to TB	
1.w Receive/review termly Headteachers report				A	✓		LGB accountable to CEO	

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
1. Trust Board, governance and strategy								
	1.x Agree trust schedule of business (SoD)		✓		A	A	A	TB accountable to Members
1. Trust Board, governance and strategy	1.y Agree LGB annual schedule of business				✓	A	A	LGB accountable to TB
	1.z Receive/review termly CEO report		✓	A		A		CEO accountable to TB. LGBs to decide what information it is appropriate for TB to receive noting possible confidentiality.
	1.aa Report annually on effectiveness of LGBs				✓	A	A	CEO accountable to TB
	1.bb Enhance trust wide collaboration		A		✓	A	A	CEO accountable to TB
	1.cc Hold CEO to account for effective implementation of strategy		✓					TB accountable to Members
	1.dd Ensure trust complies with publishing requirements on trust website including governance structure and Director details		✓		A			CEO accountable to TB for compliance of MAT and academies within trust
	1.ee Ensure school complies with publishing requirements on school website.		A		A	✓	A	LGB accountable to TB
	1.ff Establish a register of interests in compliance with requirements set out in the academies financial handbook		✓				✓	TB accountable to Members LGB accountable to CEO
	1.gg Establish size of LGB		A		A	✓		Within limits and composition stated by ToR and SoD

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
2. Staffing								
2. Staffing	2.a Performance management of the CEO, CFO and HR Director		✓					TB accountable to Members
	2.b Appoint/remove Advisors to the Board		✓		✓	A		CEO accountable to TB
	2.c Performance management of senior staff employed centrally by the Trust.				✓	A		CEO accountable to TB
	2.d Appoint/remove/performance management of central trust staff		✓		✓			CEO accountable to TB CEO delegate to exec team
	2.e Appoint/remove academy Headteachers		✓		✓	✓		Chair of LGB and CEO to sit on appointment panel. Trust to approve appointment.
	2.f Performance management of Headteachers				✓	A		Chair of LGB to sit on PFM panel. CEO accountable to TB.
	2.g. Appoint and performance manage local SLT					A	✓	
	2.h Agree approach to staffing policies – trust wide or delegation to local level		✓		A	A		TB accountable to Members
	2.i (Where applied) Development of trust wide staffing policies				✓	A	A	CEO accountable to TB
	2.j Approval/consult on staff policies including: staff appraisal, grievance, discipline, capability, pay, appointments, dismissal, suspension and redundancy		✓		✓	A	A	CEO accountable to TB
	2.k Recommend central trust staff structure				✓	A	A	CEO to recommend to TB
	2.l Agree central trust staffing structure		✓		✓	A	A	TB accountable to Members
	2.m Agree academy staffing structure					✓	✓	HTs to recommend structure.

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
2. Staffing								
	2.n Appoint/dismiss/performance management of academy SLT				A	A	✓	HTs advise LGB. LGB accountable to CEO.
2. Staffing	2.o Appointment, dismissal and performance management of academy teaching and support staff				A	A	✓	HTs accountable to CEO
	2.p Agree recommendations on teachers' performance related pay					✓	A	LGB accountable to CEO
	2.q Facilitate discussions with unions and agree trust policies				✓	A	A	CEO accountable to TB
	2.r Agree scheme for applying Performance related pay		✓		✓	✓		

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
3. Finance								
3. Finance	3.a Designate named accounting officer (CEO)		✓					TB accountable to Members
	3.b Appointment of Chief Financial Officer		✓		A			CEO to advise TB
	3.c Overall responsibility of trust funds		✓	A				TB accountable to Members
	3.d Establish a scheme of financial delegation		✓	A		A		TB Audit & Finance Committee to advise and review
	3.e Establish a trust Audit & Finance Committee		✓					TB accountable to Members
	3.f Establish a separate Audit Committee if annual income of over £50m, or incorporate functions of audit committee in Audit & Finance Committee if under £50m		✓	A				TB accountable to Members
	3.g Agree local financial delegation for each individual school in the Trust		✓	A	A	A		TB Audit & Finance Committee to agree
	3.h Agree spending plan for the Trust including top slice within the range		✓	A	✓	A		CEO to advise TB. May need to take account of schools with PFI
	3.i Monitor use of financial policies			✓	A			TB Audit & Finance Committee accountable to TB
	3.j Ensure central financial policies are implemented effectively		✓	A				TB Audit & Finance Committee accountable to TB
	3.k Monitor effective use of local financial policies					✓	A	LGB accountable to CEO
	3.l Ensure local financial policies are implemented effectively					✓	A	LGB accountable to CEO
3.m Submit by the due date to Companies House the annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement		✓	A	A			TB accountable to Members	

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
3. Finance								
	3.n Appoint external auditors		✓		A			TB accountable to Members
3.Finance	3.o Action external auditors report				✓			CFO accountable to TB
	3.p Monitor and evaluate value for money of overall trust performance			✓				TB Audit & Finance Committee to advise/ accountable to TB
	3.q Appoint trust internal auditors / receive report			✓	A			CFO to advise Audit & Finance Committee
	3.r Action trust internal / external auditors report recommendations/requirements				✓			CFO accountable to Audit & Finance Committee
	3.s Action academy level internal auditor report					A	✓	HT accountable to CEO and LGB
	3.t Ensure academy level auditors report recommendations/requirements are actioned					✓	A	
	3.u Monitor and evaluate value for money at academy level					✓	A	LGB accountable to CEO
	3.v Produce accurate and up-to-date reporting on trust wide financial data and accounting records				✓			CEO delegate to CFO
	3.w Produce accurate and up-to-date reporting on academy financial data and accounting records					A	✓	HTs to delegate to Business Managers, accountable to LGB and CFO.
	3.x Annual approval of trust balanced budget in accordance with ESFA timeframes		✓	A	A			TB Audit & Finance Committee to advise TB
	3.y Annual approval of academy balanced budget in accordance with trust requirements and ESFA timeframes						✓	LGB accountable to CEO
	3.z Monitor and review performance against Trust budget			✓	A			TB Audit and Finance Committee accountable to TB, CFO to advise

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
3. Finance								
	3.aa Monitor financial performance against agreed academy budget					✓	A	LGB accountable to CEO
	3.bb Agree trust wide expenses policy		✓					TB accountable to Members
	3.cc Develop trust wide procurement strategies/policies to ensure value for money and efficiency savings				✓		A	CEO delegate to CFO
	3.dd Ensure academy contractual arrangements comply with regulations and trust strategy / policies				A	✓		LGB accountable to CEO CFO to advise
	3.ee Agree trust wide charging and remissions policy - charges and remission for traded services to others (outside of school to school support) such as the renting of the school building, playing fields etc. to the public or businesses		✓			✓	A	
	3.ff Authorise financial outgoings not covered by scheme of delegation				✓		A ✓	HT has authority subject to CEO approval and advice from LGB where relevant
	3.gg Determine rates for use of academy premises and facilities					✓	✓	This may need to take account of schools that are PFI

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
4. Risk Management								
4. Risk management	4.a Agree and review trust strategic plan		✓		A	A		CEO to advise TB
	4.b Implement trust expansion plan, exploring academy development, assessing opportunity against capacity and risk of organisational threats etc. Complete thorough due diligence process of any potential developments and acquisitions.		✓		A	A		TB accountable to Members CEO to advise
	4.c Approve expansion and permit incorporation of upcoming academies.		✓		A	A		TB accountable to Members
	4.d Agree trust wide strategy for insurance arrangements to deliver financial efficiencies		✓		A		A	CFO to advise TB
	4.e Ensure Trust risk management policies are in place and adhered to.		✓	A	✓		✓	HTs accountable to LGB at Academy level. CEO accountable to TB at Trust level.
	4.f Implementation and maintenance of trust risk register			✓	A			CEO to delegate to CFO – accountable to TB Audit & Finance Committee
	4.g Implementation and maintenance of academy risk register					A	✓	HTs accountable to CEO
	4.h Establish trust wide data protection and freedom of information policies and policies		✓		A			TB accountable to Members CEO to advise
	4.i Agree a trust wide whistle blowing policies		✓		A	✓		TB accountable to Members
	4.j Establish a financial contingency plan/appropriate level of reserves to ensure continued operation in event of substantial financial loss		✓	A	A			CFO and Trust Audit & Finance Committee to advise TB

Area	Function	Delegated responsibility						Accountability	
		M	TB	TBC	CEO	LGB	HT		
5. Trust & School Improvement									
5. School Improvement	5.a Ensure the Trust promotes pupil wellbeing/attainment as strategic priority		✓	A	A			CEO and Standards Committee to advise TB	
	5.b Responsibility for cultivating Trust focus on improving teaching and learning			✓	A	A	A	CEO and Standards Committee accountable to TB	
	5.c Publish and regularly review a Trust development and improvement plan, taking learning from self-evaluation; Ofsted findings; lesson's learned; and other best practice guidance		✓			A	A	A	TB accountable to Members
	5.c Develop a Trust wide strategy for academy improvement planning (AIP) and self-evaluation		✓	A	A			A	CEO to advise TB
	5.d Agree format for academy improvement plan				✓	A		A	CEO accountable to TB
	5.e Agree format for academy self-evaluation (SEF)/quality assure SEF implementation				✓	A		A	CEO accountable to TB
	5.f Monitor and challenge academy progress against Academy Improvement Plan and Self-Evaluation data.						✓	A	LGB accountable to CEO
	5.g Agree Trust approach to intervention for academies causing concern where this status is defined in section 6 below.		✓			A	A		TB accountable to Members
	5.h Action intervention plans (e.g. progress boards/IB's) where required in line with intervention strategy		✓	✓		A			TB accountable to Members

5. School Improvement	5.i Promote awareness of national changes in education policy, developing trust wide strategies and policies				✓		✓	Delegated from CEO to Head of School Improvement
	5.j Develop/promote Trust wide forums for the sharing of best practice, exploring perspectives on challenges facing education community				✓	A		
	5.k Advise Headteachers on development of academy curriculum in line with trust strategy				A		✓	
	5.l Hold school SLT to account for implementing academy curriculum					✓	A	LGB accountable to CEO
	5.m Monitor/challenge quality of academy teaching/learning and pupil attainment					✓	A	LGB accountable to CEO

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
6. Pupils voice and family engagement								
6. Pupil voice and family engagement	6.a Decide on how to report trust/academy progress to parents		✓		A	✓		TB for Trust report LGB for academy level report
	6.b Agree and monitor implementation of broad and balanced curriculum, delegating sufficient resources, questioning SLT on suitability/rationale.					✓		LGB accountable to CEO
	6.c Development and enhancement of curriculum, decide which subject options should be taught and applying teaching and other resources where required					A	✓	HTs accountable to LGB
	6.d Agree academy year and academy day				A	A	✓	LGB accountable to CEO
	6.e Agree academy admissions policy		✓			A	A	LGB accountable to CEO see 3.8.6.2
	6.f Establish Trust complaints policy and ensure compliance with this		✓		A			TB accountable to Members Committee established for individual complaints
	6.g Monitor academy website compliance with regulations relevant to governors and governance structure				✓	✓		LGB to ensure compliance for respective academy. CFO to monitor and ensure overall compliance
	6.hh Monitor academy website compliance with regulations				✓		✓	
	6.h Agree strategy to promote parental, pupil and local stakeholder voice					✓	A	LGB accountable to CEO
	6.i Implement strategy for parental and pupil voice					✓	✓	HTs accountable to LGB
	6.j Agree sex education policy and ensure parents are informed of their rights.					✓	A	

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
6. Pupils voice and family engagement								
	6.k Agree RE provision in compliance with statutory requirements & any trust deed					✓	A	LGB accountable to CEO
	6.l Agree collective worship policy in line with legislation and funding agreement					✓	A	HTs accountable to LGB
	6.m Decide on enrichment/extended services offer and stop if not sustainable					✓	A	LGB accountable to CEO
	6.n Ensure school food standards are met and the provision of free school meals to those pupils meeting the criteria.					✓	A	LGB accountable to CEO
	6.o Agree academy special educational needs and disability (SEND) policy					✓	A	LGB accountable to CEO
	6.p Agree academy safeguarding and child protection policies				✓	✓	A	LGB accountable to CEO
	6.q Responsibility for academy equality information and objectives statement				✓	✓	A	LGB accountable to CEO
	6.r Implement timely policy review schedule		✓			✓		TB accountable to Members LGB accountable to TB
	6.s Uniform or dress code policy					✓	A	

Area	Function	Delegated responsibility						Accountability
		M	TB	TBC	CEO	LGB	HT	
7. Premises, ICT and health and safety								
7. Premises, ICT and health and safety	7.a Implement trust ICT strategy to prioritise pupil wellbeing and maximise efficiency.		✓	A				TB Audit & Finance Committee accountable to TB
	7.b Lead on strategic oversight of effectiveness of premises/ICT policies/strategies			✓	A			
	7.c Lead on trust forums promoting sharing best practice and improve trust policies/strategies				✓			CEO accountable to TB
	7.d Decide local level health and safety policies in line with Trust Policy					✓	A	LGB accountable to TB
	7.e Responsibility for trust compliance with H&S legislation		✓		A	A	A	
	7.f Approve academy lettings policies in line with Trust Policy. This may need to be modified for PFI schools.					✓		LGB accountable to TB
	7.g Conduct annual staff wellbeing survey, analyse and take necessary actions				A	A	✓	LGB to report to Trust Board
	7.h The HR Director, Working Group and TB representative to develop a strategy where possible of adopting Trust wide policies			✓				HR Director to TB and LGB

3. Terms of Reference for the Minerva Learning Trust Board

Members

Ed Wydenbach
John Bowers
Stephen Betts
Jonathon Crossley Holland
Kabier Aslam

3.1. Membership

3.1.1. Up to 11 Directors plus the CEO. Additional Non-voting directors can be co-opted in accordance with the Articles of Association.

3.2. Board Configuration

Minerva MAT Board	Other governance role
1. Ed Wydenbach (Chair)	Member
2. Kabier Aslam	Member
3. Dave Burkinshaw	None
4. Steve Chew	None
5. Jim McDonnell	None
6. Irvin Robinson	None
7. TBA	None
8. Anne Quaile	Chief Executive Officer

3.3. Meetings

3.3.1. Members meet when required, at least annually.

3.3.2. The Trust Board of Directors (Board) meet at least termly.

3.4. Quorum

- 3.4.1. The Trust Board will require a quorum to make decisions. In accordance with the Articles of the Trust, a quorum is defined as any one-third (rounded up to a whole *odd* number, but in any event no less than three) of the persons who at the time are Directors of the Trust.

3.5. Term of Office

- 3.5.1. The term of office for any Director (other than Co-opted/Associate Directors) shall be four years. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected by the Trust Board. The Chief Executive Officer will be appointed as a Director for the full term of their appointment in post, and will not require reappointment every 4 years.

3.6. Purpose

- 3.6.1. In line with its articles of association Minerva is required:
- to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum for students from reception to year 13.
 - to promote for the benefit of the inhabitants of the areas in which the academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities.
- 3.6.2. The purpose of the Trust is to promote the best possible outcomes for children, young people and families by adhering to the Trust vision, values and ethos. In striving to meet these, the Trust Board will be required to scrutinise decisions made by the Chief Executive Officer, Chief Finance Officer, Headteachers, Senior Leadership Teams (SLT) and Local Governing Bodies, acting as a critical friend to ensure the efficient and effective strategic management of the academies that comprise the Trust.
- 3.6.3. The Trust Board has a duty to ensure high standards of support for all teaching and learning within its educational establishments.

3.7. Responsibilities

3.7.1. The Trust Company Members are the signatories to the Company Memorandum.

3.7.2. Skills Audit and Training

3.7.2.1. The Trust Board will every year undertake a self-assessment of their knowledge and skills.

3.7.3. Safeguarding

3.7.3.1. The appointments of all Directors will not be confirmed until they have been subject to an enhanced disclosure and barring record check through the relevant school administration officer, with the certificate numbers recorded by the clerk to the Trust Board.

3.7.3.2. The Trust will appoint a designated Director for Safeguarding.

3.7.4. Clerking

3.7.4.1. Each meeting must be called, managed and minuted according to the articles. The clerk must be formally appointed by the Trust Board and will keep a register of business interests for all directors. Draft minutes should be presented to the Chair within 10 days of the meeting. The key points from a Board meeting to be put forward to the Local Governing Bodies or a committee shall be agreed at the meeting and forwarded by the Clerk using the agreed pro-forma.

3.7.5. Meetings

3.7.5.1. The Directors shall hold at least termly meetings in every school year. Meetings of the Directors shall be convened by the Clerk, with at least 2 weeks' notice.

3.7.5.2. Each meeting of the Trust Board should consider:

- a report of the financial position of the Trust, including its income and expenditure and financial commitments;
- whether adequate financial monitoring of the academies budget and activities is being undertaken;
- progress on any action identified to improve financial arrangements at the academies;

- significant contracts proposed to be entered into by the Trust;
- details of any significant matters affecting the Trust's staff;
- details of any significant matters affecting the pupils' welfare or education;
- details of any significant matters affecting the academies assets e.g. buildings, computers etc.;

3.7.6. Delegations

- 3.7.6.1. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Trust (as a company) shall be managed by the Directors who may exercise all the powers of the Trust.
- 3.7.6.2. The Directors may delegate to any Director, committee (including any Local Governing Body or any other holder of an executive office), such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to conditions the Directors may impose but must not conflict with the current Scheme of Delegation.
- 3.7.6.3. Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director or any other holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
- 3.7.6.4. The details of all powers and responsibilities delegated are set out in this Scheme of Delegation and the Delegated Financial Powers Handbook.

3.8. Powers to be exercised only by the Trust Board are: -

3.8.1. Strategy and governance

- 3.8.1.1. Agree a long term strategy, vision and mission for the Trust, and communicate this to stakeholders;
- 3.8.1.2. Produce a report on Trust performance annually for Members;
- 3.8.1.3. Establish and monitor a strategic risk register and disaster recovery plan;
- 3.8.1.4. Develop a Trust strategic plan.

- 3.8.1.5. Establish and maintain a register of business interests for the Trust Board;
- 3.8.1.6. To review annually and consider the establishment, Terms of Reference and membership of committees and effectiveness.
- 3.8.1.7. Appoint and remove Board Directors, auditors, accountants, clerk, chief executive officer chief finance officer, independent peer reviewer (responsible officer);
- 3.8.1.8. Establish and appoint to Trust Board committees;
- 3.8.1.9. Review Terms of Reference of Trust Board committees and Local Governing Bodies (mechanisms for modifying the ToR are given in the document);
- 3.8.1.10. Agree the reporting format for the Chief Executive Officer and Headteachers;
- 3.8.1.11. Agree the Trust Schedule of Business;
- 3.8.1.12. Ensure the trust complies with publishing requirements on the Trust website;
- 3.8.1.13. Elect (or remove) the Chair and Vice-Chair of the Trust Board annually;
- 3.8.1.14. Approve Trust-wide policies and review regularly;
- 3.8.1.15. Approve the Scheme of Delegation of powers and responsibilities and review at least annually.

3.8.2. **Finance**

- 3.8.2.1. Approve the annual Trust budget Receive and give formal approval of individual academy budgets;
- 3.8.2.2. Establish a Trust Audit & Finance committee(s);
- 3.8.2.3. Establish a Scheme of Financial Delegation;
- 3.8.2.4. Agree the Trust top slice % (between 3%-5%) and review annually; in consultation with LGBs;
- 3.8.2.5. Approve the annual report, returns and accounts;
- 3.8.2.6. Agree Trust Wide expenses policy;
- 3.8.2.7. Submit annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance and governance statement;
- 3.8.2.8. Inform the appropriate government agency if it suspects any irregularity affecting resources, and approvals of any write-offs and other requirements of the ESFA/DfE.

3.8.3. **Risk management**

- 3.8.3.1. Agree Trust wide strategy for insurance arrangements to deliver financial efficiencies;

- 3.8.3.2. Ensure Trust risk management policies are in place and adhered to;
- 3.8.3.3. Establish trust wide data protection and freedom of information policies;
- 3.8.3.4. Agree Trust wide whistleblowing policies;

3.8.4. People and Leadership

- 3.8.4.1. Approve the Terms and Conditions of Employment;
- 3.8.4.2. Approve Trust-wide policies;
- 3.8.4.3. Confirm appointments of a Headteacher, taking advice from the Local Governing Body – see 5.1;
- 3.8.4.4. Review effectiveness of management structure;
- 3.8.4.5. Workforce re-modelling/ seeking and ensuring cross-academy collaborations for efficiency and effectiveness;
- 3.8.4.6. Establish and implement a performance review process for Board and Chair;
- 3.8.4.7. Ensure effective performance management of the CEO, CFO and HR Director;
- 3.8.4.8. Agree central Trust staffing structure;
- 3.8.4.9. Ensure LGBs conduct self-assessment and performance review.
- 3.8.4.10. The Trust Board must be informed where any dismissal of a staff member is being considered or where there may be employment tribunal, personal injury or other legal claims may be being considered by an employee. This is to allow the HR Director to review the cases, advise the Board of potential risks and to provide advice to the individual academy about how to proceed.

3.8.5. School improvement

- 3.8.5.1. Ensure the Trust promotes pupil wellbeing/attainment as a strategic priority;
- 3.8.5.2. Publish and implement Trust wide strategy for school improvement and school self-evaluation;
- 3.8.5.3. Agree model of intervention and review strategies for academies causing concern;

3.8.6. Pupil voice and family engagement

- 3.8.6.1. Ensure the Trust and academies have a clear engagement plan for parents and carers;
- 3.8.6.2. Agree the Trust admission policy if this is not the LA policy. In this case point 3.8.6.3 applies.

- 3.8.6.3. Establish independent admissions appeals panel wherever there is a parent admissions appeal;
- 3.8.6.4. Publish and implement a Trust complaints policy;

3.8.7. **Policies**

- 3.8.7.1. Establish, monitor and review policies as per the Scheme of Delegation.

4. Terms of reference for the Local Governing Bodies

4.1. Responsibilities of Local Governing Body

- 4.1.1. This academy has entered into a Master Funding Agreement and a Supplemental Funding Agreement with Minerva Learning Trust, a charitable company limited by guarantee, which in turn holds an agreement with and is accountable to the Secretary of State for Education (together the "Funding Agreements").
- 4.1.2. The Directors of Minerva Learning Trust are the charity trustees and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of the company.
- 4.1.3. The Local Governing Body for the academy shall be a Committee of the Trust Board.
- 4.1.4. Legal responsibility for the academy lies with Minerva Learning Trust. It is governed by the Directors, who rely on advice and support from the academies' Local Governing Bodies, particularly (but not limited to) strategic planning and the specific matters delegated under these Terms of Reference.
- 4.1.5. Subject to provisions of this Document, the Companies Act 2006, the Articles and to any directions given by special resolution of the Directors or the Education & Skills Funding Agency, the business of the academy shall be managed by the Local Governing Body who may exercise all the powers of the Trust unless specifically excluded by the Scheme of Delegation.
- 4.1.6. Local Governing Bodies have delegated responsibilities from the Trust Board to hold the academy Senior Leadership to account for the running of the academy and specifically the following duties:
- 4.1.7. **Asset Management:**
 - 4.1.7.1. maintenance of the academy estate;
 - 4.1.7.2. maintaining a fixed asset register;
 - 4.1.7.3. notifying the Trust Board of any changes to fixed assets used by the academy;

4.1.8. Policies

- 4.1.8.1. consult on changes made to admissions arrangements or where no changes made consult at least every 7 years;
- 4.1.8.2. ensure trust risk management policies are in place and adhered to;
- 4.1.8.3. agree sex education policy and ensure parents are informed of their rights;
- 4.1.8.4. agree RE provision in compliance with statutory requirements & any trust deed;
- 4.1.8.5. agree academy special educational needs and disability (SEND) policy;
- 4.1.8.6. agree academy safeguarding and child protection policies and procedures and maintain oversight of compliance;
- 4.1.8.7. responsibility for academy equality information and objectives statement;
- 4.1.8.8. decide local level health and safety policy;
- 4.1.8.9. approve academy lettings policy including charges;
- 4.1.8.10. ensure school food standards are met and the provision of free school meals to those pupils meeting the criteria;
- 4.1.8.11. implement timely policy review schedule;
- 4.1.8.12. decide student uniform policy;

4.1.9. Human Resources and Finance

- 4.1.9.1. governing bodies must comply with Trust HR policies;
- 4.1.9.2. governing bodies must consult with HR Director before any dismissal takes place or where there is a risk of an employment tribunal, personal injury or other legal claim from an employee;
- 4.1.9.3. ensure academy level auditors report recommendations/ requirements are actioned;
- 4.1.9.4. monitor and evaluate value for money at academy level;
- 4.1.9.5. annual approval of academy balanced budget in accordance with trust requirements and ESFA timeframes;
- 4.1.9.6. monitor financial performance against agreed academy budget;
- 4.1.9.7. ensure academy contractual arrangements comply with regulations and trust strategy / policies;
- 4.1.9.8. authorise financial outgoings not covered by scheme of delegation;

4.1.10. Teaching, Learning & Pupil Voice

- 4.1.10.1. monitor and challenge academy progress against SIP and SEF data;
- 4.1.10.2. hold school SLT to account for implementing academy curriculum;
- 4.1.10.3. monitor/challenge quality of academy teaching/learning and pupil attainment;
- 4.1.10.4. decide on how to report trust/academy progress to parents;
- 4.1.10.5. agree and monitor implementation of broad and balanced curriculum, delegating sufficient resources, questioning SLT on suitability/rationale;
- 4.1.10.6. agree strategy to promotion of parental, pupil and local stakeholder voice;
- 4.1.10.7. decide on enrichment/extended services offer and stop if not sustainable;
- 4.1.10.8. Recommend to the Chief Executive Officer any changes in the times of school sessions and dates of terms and holidays.

4.1.11. Undertake Annual Self-Assessment of Effectiveness.

- 4.1.12.** The Governors are not charity trustees.
- 4.1.13.** Each Governor shall act in the best interests of the academy at all times, with the Chair translating these interests into the broader, strategic aims and ambitions of Minerva Learning Trust collectively.
- 4.1.14.** The Governors must not communicate or otherwise distribute information of a confidential nature obtained by them relating to the academy.

4.2. Composition of Local Governing Body

- 4.2.1.** The membership of the Local Governing Body shall be determined in accordance with the following provisions:-
 - The total membership shall be not less than seven and not more than 20. Over a period of time move to a maximum of 14/15.
 - The membership number is a decision of the Local Governing Body. Each Local Governing Body shall determine a Terms of Association which specifies its size and composition subject to the following requirements. The Terms of Association shall be reviewed every 3 years.

- The membership shall comprise:
 - the Chair;
 - the Headteacher or head of school as appropriate;
 - no fewer than 2 elected Parent governors;
 - no fewer than one elected members of Staff;
 - the remaining being co-opted governors appointed by the Local Governing Body. Co-opted governors can be parents or members of staff but the number of staff governors must not exceed one-third of the total number of governors.

4.2.2. The Local Governing Body will appoint its own members through whichever means it feels to be most effective i.e. via vote, via interview, via parent/staff wide vote etc.

4.2.3. The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

4.2.4. The elected or appointed Parent Governors must, in the first instance, be a parent of a registered pupil at the academy at the time when he/she is elected or appointed. If there are no nominations by parents of a registered pupil at the academy, the Directors can recommend a person who is the parent of a child at another school within the Trust.

4.2.5. The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Governors of Local Governing Bodies including any question of whether a person is a parent of a registered pupil at one of the academies.

4.2.6. The Local Governing Body shall have regard to the skills of prospective governors and the skills requirements of their governing body when making appointments.

4.2.7. All governors are required to complete and sign a Governor Appointment Declaration Form. The original form should be kept in the school office, and the Trust CFO should send a copy to the Clerk to the Trust Board. It is the responsibility of the Local Governing Body to ensure that all new governors are included on the Single Central Record and a DBS check is carried out.

4.3. Resignation and Removal

4.3.1. A Governor may at any time resign his/her office by giving notice in writing to the Chair to the Local Governing Body.

- 4.3.2.** A Governor shall cease to hold office if he/she is removed by the person or persons who appointed him.
- 4.3.3.** In consultation with the Chair of the LGB the Directors can advise the termination of the appointment of any Governor other than the Chair whose presence or conduct is deemed by the Directors not to be in the best interests of the Trust or the academy.
- 4.3.4.** The Headteacher and any Staff Member shall automatically cease to hold office if he/she ceases to be associated with the academy in the capacity in which he/she was appointed or elected.

4.4. Persons Ineligible to be Governors

- 4.4.1.** No person shall be qualified to be a Governor unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the academy shall be a Governor.
- 4.4.2.** A Governor shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.4.3.** A Governor shall cease to hold office if he/she is absent without the permission of the Governors from all their meetings held within a period of six months OR if attendance is less than 60% over a 12 month period and the Governors resolve that this office be vacated.
- 4.4.4.** A Governor shall cease to hold office if he/she is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.4.5.** A person shall be disqualified from holding or continuing to hold office as a Governor if:-
 - 4.4.5.1. His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - 4.4.5.2. he/she is the subject of a bankruptcy restrictions order or an interim order;
 - 4.4.5.3. if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

- 4.4.5.4. if he/she has contravened any element of the Trust's Governor Code of Conduct
 - 4.4.5.5. at any time when he/she is:-
 - 4.4.5.5.1. included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
 - 4.4.5.5.2. disqualified from working with children under section 35 of the Criminal Justice and Court Services Act 2000.
 - 4.4.5.6. if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
 - 4.4.5.7. where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
 - 4.4.5.8. if he/she has not provided to the Chair of the Directors a Disclosure and Barring Certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the Chair confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 4.4.6.** Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he/she is, or is proposed, to become such a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Secretary.

4.5. Term of Office

- 4.5.1.** Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Headteacher) the length of his/her term of office shall not exceed 4 years.

- 4.5.2.** Governors retiring at the end of their term of office shall be eligible for re-appointment at the discretion of the Local Governing Body.
- 4.5.3.** Nominations for elected Parent Governor positions should be requested within 3 months of the term of office of an existing elected Parent Governor expiring. The previous incumbent can submit a nomination if they wish to continue which will be considered along with any others received and an election by secret ballot held if necessary. Unsuccessful candidates can be appointed as co-opted governors, subject to the agreement of the Local Governing Body.

4.6. Conflicts of Interest

- 4.6.1.** The income and property of the academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Directors with regard to having a Personal Financial Interest shall also apply to the Governors.
- 4.6.2.** Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a Governor shall disclose that fact to the Governors as soon as he/she becomes aware of it. A Governor must absent him/herself from any discussions of the Governors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 4.6.3.** The Chair of the Local Governing Body will produce each year a document that summarises all business and pecuniary interests of all governors. This document shall be placed on the academy website.

4.7. Appointment of Chair and Vice-Chair

- 4.7.1.** The Local Governing Body shall nominate at its first full meeting in the autumn term a Chair from its members. The Chair shall not be the Headteacher or a member of Staff. The Trust Board may raise an objection to the choice of the LGB and ask them to reconsider. In this case clear, relevant reasons for this decision must be given in writing. Relevant reasons for this purpose are some or all of the following: a perceived conflict of interest between the nominee and Minerva Learning Trust as a result of the professional, commercial or voluntary interests and activities of the nominee; past conduct by the nominee as

the holder of a paid or voluntary post in any academy, maintained, or multi-academy trust, including Minerva Learning Trust and its constituent schools which calls into question the suitability of the nominee for the role. In cases where the Trust Board raise an objection the LGB should meet again, within 20 working days, and reconsider their decision. If they decide to uphold their original decision, then reasons for this must be given to the Trust Board in writing. The Local Governing Body will make the final decision of their Chair.

- 4.7.2.** The Vice-Chair of the Local Governing Body will be elected by the Local Governing Body every year for a 1 year term.

4.8. Meetings of Local Governing Body

- 4.8.1.** The Local Governing Body shall meet at least termly every academic year, and shall hold such other full Governing Body meetings as may be necessary.
- 4.8.2.** The Local Governing Body may establish one or more committees to aid their statutory duties. Chairs and Vice-Chairs of these committees will be elected by the Local Governing Body.
- 4.8.3.** All meetings shall be convened by the Clerk to the Local Governing Body, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 4.8.4.** A meeting of the Local Governing Body shall be called by the Clerk whenever requested by the Chair, the Chief Executive Officer, or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his/her absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he/she thinks fit.
- 4.8.5.** The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

4.9. Quorum

- 4.9.1.** Meetings of the Local Governing Body shall be quorate if three or one-third of members are present (whichever is greater).

- 4.9.2.** If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting need not be held but can proceed making recommendations not decisions. These recommendations should be ratified at the next meeting or via electronic communication after the meeting. If in the course of a meeting of the Local Governing Body, the number of Governors present ceases to constitute a quorum, the meeting can be terminated forthwith or proceed with recommendations only being made.
- 4.9.3.** If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

4.10. Proceedings of meetings

- 4.10.1.** Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 4.10.2.** No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 4.10.3.** Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 4.10.4.** A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).
- 4.10.5.** Any Governor shall be able to participate in meetings of the Governors by telephone or video conference, provided that he/she has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

4.11. Minutes and publication

- 4.11.1.** At every meeting of the Local Governing Body the minutes of the last meeting shall be reviewed for accuracy and signed as a true record.
- 4.11.2.** The Clerk to the Local Governing Body shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Directors. Agenda and supporting documentation to be circulated a minimum of one week prior to the relevant meeting.

4.12. Delegation of functions and committees

- 4.12.1.** Except where it is otherwise constrained within its Terms of Reference, a committee may invite attendance by persons who are not Governors or committee members where such attendance is considered by the members of the committee to benefit its deliberations.
- 4.12.2.** Copies of the minutes of committee meetings are to be circulated to all Governors and those who are entitled to attend Local Governing Body meetings. All minutes should be held in an area of the school VLE to which all governors are provided with secure access.

4.13. Responsibilities of the Headteachers

- 4.14.** Subject to the responsibilities of the Local Governing Body and the policy statements of the Trust, the Headteacher shall be responsible to the Local Governing Body for:
 - 4.14.1.** implementing the agreed policies laid down by the Trust, including the implementation of all statutory regulations;
 - 4.14.2.** advising the Local Governing Body on strategic direction, forward planning and quality assurance;
 - 4.14.3.** the leadership and management of the academy;
 - 4.14.4.** the admission of pupils;
 - 4.14.5.** the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Trust; and

4.14.6. all such additional functions as may be assigned under the job description or contract of employment of the Headteacher.

4.15. Rules and Bye-Laws

4.15.1. The Local Governing Body shall have power to make rules and bye-laws in respect of the government and conduct of the academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Directors.

4.16. Copies of Terms of Reference

4.16.1. A copy of this document, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the academy and the Trust.

5 Staff Appointments

5.1 Headteacher

The appointment panel for a Headteacher will consist of the CEO and 5 governors. The governors should include the chair and/or vice chair of the academy and one governor from a different academy within the Trust. In cases where it is not possible to find a suitable governor from a different academy the 5 governors will be from the academy. No staff governor will be a member of the appointment panel. The decision of the panel will first be ratified by the local governing body and then by the Trust Board.

5.2 School Senior Leadership Team

SLT appointments are the responsibility of the Headteacher and they decide the composition of the appointment panel. Where possible the panel should include one member of the local governing body but not a staff member. It is the decision of the Headteacher if the panel includes the CEO.

6 Reasons for Intervention

If the performance of a MLT academy is graded Inadequate by Ofsted and the CEO plus an external educational professional appointed by Minerva Learning Trust judges that the academy does not have the capacity to improve on its own, an intervention plan will be

formulated and agreed with the Headteacher and LGB. Likewise, if the CEO supported by an external educational consultant judges that a MLT academy is making insufficient progress against its agreed targets and it is judged that the academy does not have the capacity to improve on its own an intervention plan will be formulated and consulted on with the Headteacher and LGB.