



# **RLA TRUSTEE HANDBOOK 2025/26**

*(All documents in the RLA Governance Handbook are subject to annual review  
– the next review is scheduled for September 2026)*

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## REIGATE LEARNING ALLIANCE MEMBERSHIP 2025/26

### **MEMBERS** (UP TO 5 MEMBERS)

<b>Name</b>	<b>Date of Appointment</b>	<b>Status of Appointment</b>	<b>Appointing Body</b>
Mr Michael Jones	11/07/17	Subscriber Member	Memorandum
Mr Charles Hardy	01/04/19	Member	Members
Ms Cathy Lynch	19/10/22	Member	Members
Mr Richard Heberden	13/05/24	Member	Members

## REIGATE LEARNING ALLIANCE TRUST BOARD MEMBERSHIP

**(Maximum number of Trustees shall be 11, comprising up to 8 appointed by the Members under Article 46, up to 3 co-opted by the Trustees under Article 58, and the Chief Executive Officer under Article 57).**

<b>Name</b>	<b>Date of Appointment/ Re-Appointment</b>	<b>Term of Office</b>	<b>Current Office Expiry Date</b>	<b>Status of Appointment</b>	<b>Appointing Body</b>
Ms Pat Frankland (Chair)	01/09/17	4 Years	31/08/21	Trustee	Members
	Re-appointed	4 Years	31/08/25		
	Re-appointed	4 Years	31/08/29		
Mr Spencer Bowen	18/10/18	4 Years	17/10/22	Trustee	Members
	Re-appointed	4 years	17/10/26		
Ms Christine Downton	01/09/23	4 Years	31/08/27	Trustee	Members
Mr Stephen Hewes	01/09/17	4 Years	31/08/21	Trustee	Members
	Re-appointed	4 Years	31/08/25		
	Re-appointed for an additional term	1 term	31/12/25		
Mr Nick Clark	01/12/20	4 Years	30/11/24	Co-opted	Trustees
	Re-appointed	4 Years	08/09/28		

Name	Date of Appointment/ Re-Appointment	Term of Office	Current Office Expiry Date	Status of Appointment	Appointing Body
Mr Chris Whelan	11/07/17	Ex officio	N/A	Chief Executive Officer	Members
Ms Yvette Robins	18/10/18 Re-appointed 18/10/22	4 Years 4 years	17/10/22 17/10/26	Trustee	Members
Mr Gerard Weide	18/10/18 Re-appointed 18/10/22	4 Years 4 Years	17/10/22 17/10/26	Trustee	Members
Mr Farouk Durrani	18/10/18 Re-appointed 18/10/22	4 Years 4 years	17/10/22 17/10/26	Trustee	Members
Ms Kate Fulker	01/09/22	4 Years	31/08/26	Trustee	Members
Ms Debbie Dalzell	01/03/24	4 Years	29/02/28	Co-opted Trustee	Trustees

## **RLA COMMITTEE & LOCAL GOVERNING BODY MEMBERSHIP**

### **AUDIT & RISK COMMITTEE**

Stephen Hewes (Chair)  
Kate Fulker  
Debbie Dalzell  
Nick Clark

### **FINANCE COMMITTEE:**

Farouk Durrani (Chair)  
Chris Whelan  
Spencer Bowen  
Christine Downton  
Nick Clark

### **REMUNERATION COMMITTEE**

Ms Pat Frankland (Chair)  
Mr Spencer Bowen (Vice Chair)  
Mr Gerard Weide

**REIGATE COLLEGE LOCAL GOVERNING BODY:  
(UP TO 12 GOVERNORS)**

<b>Name</b>	<b>Date of Appointment</b>	<b>Term of Office</b>	<b>Current Office Expiry Date</b>	<b>Status of Appointment</b>	<b>Appointing Body</b>
Mr Nick Clark	01/09/17	Ex officio	N/A	Executive Principal/ Trustee	Trustees
Mr Spencer Bowen (Chair)	01/05/2021 Reappointed	4 Years	30/04/25 30/04/29	Trustee	Trustees
Mr Chris Whelan	01/09/17	Ex officio	N/A	Chief Executive/ Trustee	Trustees
Ms Yvette Robbins (Vice Chair)	18/10/18 Re-appointed	4 Years	17/10/22 17/10/26	Trustee	Trustees
Mr Gerard Weide	01/09/2021	4 Years	31/08/26	Trustee	Trustees
Ms Claire Hassan	01/02/22	4 Years	31/01/26	Staff Governor	Staff
Ms Nicola Thompson	01/02/22	4 Years	31/01/26	Staff Governor	Staff
Ms Gabriella Nairn	15/05/25	1 Year	14/05/26	Student Governor	Students Union
Ms Avery Samolczyk	15/05/25	1 Year	14/05/26	Student Governor	Students Union
Vacancy				Co-opted Governor	Trustees
Vacancy	Nominations to be sought and an election held at the start of the 2025 autumn term	Up to 2 years		Parent Governor	Parents
Vacancy		Up to 2 years		Parent Governor	Parents



## MEETING DATES 2025/26

DATE		TIME	MEETING/EVENT
<b>AUTUMN TERM 2025</b>			
TUESDAY	23/09/25	1730	TRUST BOARD
TUESDAY	21/10/25	1630	REIGATE LOCAL GOVERNING BODY (LGB)
TUESDAY	18/11/25	1730	FINANCE COMMITTEE
TUESDAY	25/11/25	1730	AUDIT COMMITTEE
TUESDAY	09/12/25	1730	TRUST BOARD
<b>SPRING TERM 2026</b>			
TUESDAY	27/01/26	1630	MEMBERS ANNUAL GENERAL MEETING
TUESDAY	03/02/26	1630	REIGATE LGB
TUESDAY	03/03/26	1730	FINANCE COMMITTEE
TUESDAY	10/03/26	1730	AUDIT COMMITTEE
TUESDAY	24/03/26	1730	TRUST BOARD
<b>SUMMER TERM 2026</b>			
TUESDAY	12/05/26	1630	REIGATE LGB
TUESDAY	09/06/26	1730	FINANCE COMMITTEE
TUESDAY	16/06/26	1730	AUDIT COMMITTEE
TUESDAY	07/07/26	1730	TRUST BOARD & SOCIAL MEAL EVENING

## **ANNUAL CYCLE OF BUSINESS FOR BOARD & COMMITTEE MEETINGS 2025/26**

<b><u>Strategic Plan:</u></b>	Strategic Aim 10 – Effective Leadership, Management & Governance.
<b><u>Statutory/Compliance:</u></b>	It is a compliance requirement to publish annually on the RLA website a copy of the Trust's annual cycle of business for Board and Committee meetings.
<b><u>Action/Decision:</u></b>	The Trust Board is asked <b>TO NOTE</b> the ' <i>Annual Cycle of Business 2025/26</i> '.

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### **INDICATIVE ANNUAL CYCLE OF SUBSTANTIVE BUSINESS 2025/26**

#### **FINANCE & RESOURCES COMMITTEE:**

<b>Autumn</b>	<b>Spring</b>	<b>Summer</b>
<ul style="list-style-type: none"> <li>• Review Management Accounts</li> <li>• Review Financial Statement Audit Findings Report</li> <li>• Review Report and Annual Financial Statements for year-ended 31 August 2024</li> <li>• Reconciliation of the Statement of Financial Activities per the Financial Statements to the Unaudited Management Accounts for the 12 months to 31 August 2024</li> <li>• Review of Contracts</li> <li>• Receive any required Accommodation/ Building Updates</li> </ul>	<ul style="list-style-type: none"> <li>• Review Management Accounts</li> <li>• Review Reconciliation Statement</li> <li>• Review of Financial Regulations</li> <li>• Review of Funding Factors (If issued by the ESFA. If not available, will be incorporated into the proposed budget for the June meeting)</li> <li>• Review Charging &amp; Remissions Policy for next Academic Year</li> <li>• Review of Contracts</li> <li>• Receive any Accommodation/ Building Updates <ul style="list-style-type: none"> <li>• IT infrastructure</li> <li>• Estates</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Conduct Annual Review of Committee's Terms of Reference</li> <li>• Review Management Accounts</li> <li>• Review Trust Budget 2025/26 and a high level budget for 2026/27 and 2027/28</li> <li>• Review Discretionary Policy (If required)</li> <li>• To confirm and report to the Audit &amp; Risk Committee the College Statutory Policies that fall within the remit of the Committee have been subject to annual review</li> <li>• Review of Contracts</li> <li>• Receive any Accommodation/ Building Updates <ul style="list-style-type: none"> <li>• IT infrastructure</li> </ul> </li> </ul>

<ul style="list-style-type: none"> <li>• Health &amp; Safety Report</li> <li>• Annual Review of Health &amp; Safety Policy</li> <li>• IT infrastructure</li> <li>• Estates</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul>	<ul style="list-style-type: none"> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul>	<ul style="list-style-type: none"> <li>• Estates</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul>
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## AUDIT & RISK COMMITTEE

Autumn	Spring	Summer
<ul style="list-style-type: none"> <li>• If required, to hold a confidential session with the auditors prior to considering the Committee's Annual Report</li> <li>• Review for Board approval Risk Management Policy &amp; Board Assurance Framework 2024/25 &amp; Risk Register 2024/25</li> <li>• Review Audit Progress Report</li> <li>• <u>Internal Audit</u>:</li> <li>• Review Annual Internal Audit Report for Previous Year</li> <li>• <u>Financial Audit</u>:</li> <li>• To receive the completed and submitted 'Regularity Self-Assessment Questionnaire'</li> </ul>	<ul style="list-style-type: none"> <li>• Review Audit progress Report</li> <li>• Review Internal Audit Reports (If available)</li> <li>• Review Risk Register</li> <li>• GDPR – To report on compliance with the annual Action Plan and any data breaches that have occurred, plus any required GDPR training updates.</li> <li>• Annual Review of Complaints Policy</li> <li>• Receive confirmation of Board Assurance Assessments conducted by Committees this term</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul>	<ul style="list-style-type: none"> <li>• Conduct Annual Review of Committee's Terms of Reference</li> <li>• Review Audit Progress Report</li> <li>• Review Audit Plan for Financial Statements Year-ended 31 August 2025</li> <li>• Review Internal Audit Reports (If available)</li> <li>• Approve Internal Audit Plan for 2025/26</li> <li>• Annual Review of Statutory College Policies that fall under the remit of the Committee: <ul style="list-style-type: none"> <li>- Review Disaster Recovery Policies – i.e., Major Incident Policy, IT Disaster Policy</li> </ul> </li> </ul>



<ul style="list-style-type: none"> <li>• Review Financial Statements Year-ended 31 August 2025</li> <li>• Review Financial Statement Audit Findings Report</li> <li>• Receive 'Letters of Representation'</li> <li>• Review School Resource Management Checklist (If not available defer to the spring meeting)</li> <li>• Risk Register</li> <li>• Data Protection Policy (But from 2026/27, schedule the review at the summer meeting)</li> <li>• Receive confirmation of Board Assurance Assessments conducted by Committees this term</li> <li>• Review Audit &amp; Risk Committee's Annual Report</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting.</li> <li>• Annual Review of Auditors</li> <li>• Meeting Review</li> <li>• Review the complaints data and policy</li> </ul>		<ul style="list-style-type: none"> <li>- Annual Review of Data Protection Policy (From 2026/27)</li> <li>- Annual Review of Bribery &amp; Fraud Policy</li> <li>• To provide an oversight of all College Statutory policies and to receive confirmation from committees that annual reviews have been conducted.</li> <li>• Conduct Annual Review of the Board Assurance Framework</li> <li>• Risk Register</li> <li>• Receive confirmation of Board Assurance Assessments conducted by Committees this term</li> <li>• Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> <li>• Review of academies handbook compliance checklist</li> </ul>
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## REIGATE COLLEGE LOCAL GOVERNING BODY MEETING:

Autumn	Spring	Summer
<ul style="list-style-type: none"> <li>• Review Admissions and Numbers On-Roll</li> <li>• Review Provisional outcome data for 2023/24</li> <li>• Review Reigate College Self -Assessment Report &amp; Development Plan</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Enrichment</li> <li>• Careers</li> <li>• Meeting Review</li> </ul>	<ul style="list-style-type: none"> <li>• Review of Development Plan</li> <li>• Review Student Retention &amp; Attendance Update</li> <li>• Annual Safeguarding Report to the LGB confirming statutory compliance, staff training and general safeguarding themes, but not data, as the data relates to students and student governors are in attendance at LGB meetings.</li> <li>• Curriculum Developments</li> <li>• Disadvantage/ Equality and Diversity</li> <li>• Learning Support</li> <li>• Teaching and Learning</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul>	<ul style="list-style-type: none"> <li>• Conduct Annual Review of LGB's Terms of Reference</li> <li>• Review of Development Plan</li> <li>• Student Retention &amp; Attendance Update</li> <li>• Receive Presentation on Student &amp; Staff Well-being</li> <li>• Annual Review of Statutory College Policies that fall under the remit of the LGB (Refer to the policy list for the policies to be reviewed by the LGB. Review to be done only by those Governors who are also Trustees, either as a separate meeting or as part of the scheduled LGB meeting)</li> <li>• To confirm and report to the Audit &amp; Risk Committee the College Statutory Policies that fall within the remit of the Committee have been subject to annual review</li> <li>• Staff Development</li> <li>• Pastoral Interventions</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul>

## REMUNERATION COMMITTEE:

Autumn
<ul style="list-style-type: none"><li>• Receive confirmation of appraisals conducted by the Chair</li><li>• Consider Remuneration of the Chief Executive Officer and Executive Principal</li><li>• Review of agreed KPIs for both post holders</li></ul>

## TRUST BOARD

Autumn 1st meeting	Autumn 2 <sup>nd</sup> meeting	Spring	Summer
<ul style="list-style-type: none"><li>• Annual conversation between trustees and executives to clarify what each expects from the governance function and where the key focus of the Board will for the year ahead. Discussion on key objectives &amp; expectations for the year ahead</li><li>• Chief Executive Report</li><li>• Risk Register</li><li>• KPI Monitoring</li><li>• Staff Organisation Chart</li><li>• Review Management Accounts</li><li>• External Review of Governance Action Plan</li></ul>	<ul style="list-style-type: none"><li>• Chief Executive Report</li><li>• Risk Register</li><li>• Chief Executive Report</li><li>• KPI Monitoring</li><li>• Review Management Accounts</li><li>• Self Assessment Report</li><li>• Risk Management Policy</li><li>• Report from the Local Governing Body</li><li>• Review Management Accounts</li><li>• Approve Annual Report from the Audit Committee including Annual Report from Internal Auditor &amp; Audit</li></ul>	<ul style="list-style-type: none"><li>• Chief Executive Report</li><li>• Risk Register</li><li>• KPI Monitoring</li><li>• Review Management Accounts</li><li>• Report on Focus Group meeting with Trustee/Students</li><li>• Annual Health &amp; Safety Report</li><li>• Annual Safeguarding Report to the Board reporting on safeguarding data and any issues arising from the data.</li></ul>	<ul style="list-style-type: none"><li>• Chief Executive Report</li><li>• Risk Register</li><li>• KPI Monitoring</li><li>• Management Accounts</li><li>• Analysis of Student/Staff/Parent Surveys (if available)</li><li>• Partner Schools Annual Report</li><li>• Approve Any Changes Arising from the Annual Review of Terms of Reference conducted by Committees</li><li>• Approve Admissions Policy</li></ul>

<ul style="list-style-type: none"> <li>• Receive Schedule of Business 2025/26</li> <li>• Recap on the Roles &amp; Responsibilities of Trustees including Ambassadorial role</li> <li>• Trustee Attendance for previous year</li> <li>• Training log for previous year and training schedule for current year</li> <li>• Trustee Governance Handbook (Inform Trustees its publication on the RLA website)</li> <li>• Annual HR Report</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul>	<ul style="list-style-type: none"> <li>Findings, Report from the External Auditor</li> <li>• Approve Letters of Representation</li> <li>• Approve Financial Statements and Year-End Accounts</li> <li>• External Review of Governance Action Plan</li> <li>• Report from the Finance &amp; Resources Committee</li> <li>• Report from the Audit &amp; Risk Committee including:</li> <li>• Receive report on assurance assessments conducted by Committees</li> <li>• Trustee feedback on Staff</li> <li>• Trustee feedback on students</li> <li>• Trustee feedback on HoDs/ STs</li> <li>• Trustee feedback on staff INSET</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Meeting Review</li> </ul> <p>Confidential Agenda (Either this meeting or the spring meeting depending on when</p>	<ul style="list-style-type: none"> <li>• Approve Charging &amp; Remissions Policy for the next academic year</li> <li>• AI development</li> <li>• Staff wellbeing</li> <li>• Student Mental Health and mentoring</li> <li>• Teachre training</li> <li>• Report on the process and timeline for Governance Self Assessment 2025/26</li> <li>• Report from the Local Governing Body</li> <li>• Report from the Finance &amp; Resources Committee</li> <li>• Report from the Audit Committee</li> <li>• Receive report on assurance assessments conducted by Committees</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> </ul>	<ul style="list-style-type: none"> <li>• Approve Trust Budget for the next financial year</li> <li>• Report from the Local Governing Body</li> <li>• Report from the Finance &amp; Resources Committee</li> <li>• Report from the Audit Committee</li> <li>• Receive report on assurance assessments conducted by Committees</li> <li>• Conduct Board Assurance Assessments on reports/agenda items considered at this meeting</li> <li>• Conduct Annual Election of Chair and Vice Chair</li> <li>• Approve Committee Chairs and Committee membership for the next year</li> <li>• Meeting Review</li> <li>• Social meal with Members &amp; Trustees</li> </ul>
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	<p>the Remuneration Committee meets)</p> <ul style="list-style-type: none"> <li>• To receive from the Trust Chair confirmation of appraisals for Chief Executive and Executive Principal</li> <li>• Approve any remuneration recommendations from the Remuneration Committee (Could be deferred to the Spring meeting depending on when appraisals meetings are held)</li> </ul>		
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#### **MEMBERS ANNUAL GENERAL MEETING (TRUSTEES INVITED TO ATTEND THE AGM)**

<b>Spring</b>
<ul style="list-style-type: none"> <li>• To receive report on the progress against the Trust's strategic objects</li> <li>• Presentation of the financial accounts in the Financial Statements</li> <li>• Membership of the Trust –To receive current Trust membership (Members, Trustees &amp; Governors) and agree any required changes</li> <li>• Approve Appointment of external auditors</li> <li>• Any other required resolution</li> <li>• Joint strategy session with Members &amp; Trustees on the Trust's Strategic Plan and long-term strategic thinking on the direction of travel for the MAT</li> </ul>



Links to relevant DfE documents for reference:

[Academy trust handbook 2025: effective from 1 September 2025 - GOV.UK](#)

[Academy trust governance guide - Guidance - GOV.UK](#)



Department  
for Education

# **Academy Articles of Association**

**For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools**

**June 2021**

**Adopted by the Reigate Learning Alliance**

**29 March 2023**

# ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

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# ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

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# ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

REIGATE LEARNING ALLIANCE

COMPANY NUMBER: 10858221

# ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

## THE COMPANIES ACT 2006 COMPANY LIMITED BY GUARANTEE ARTICLES OF ASSOCIATION OF REIGATE LEARNING ALLIANCE

(Adopted 29 March 2023)

# ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

## Interpretation

### 1. In these Articles:-

- a. “the Academies” means all the schools and educational institutions referred to in Article 4a and operated by the Academy Trust (and “Academy” shall mean any one of those schools or educational institutions);
- b. “Academy Financial Year” means the academic year from 1<sup>st</sup> of September to 31<sup>st</sup> of August of the following year;
- c. “the Academy Trust” means the company intended to be regulated by these Articles and referred to in Article 2, subject to the definition of this term at Article 6.9(a) in relation to articles 6.2-6.4 and 6.6-6.8A;
- d. “the Articles” means these Articles of Association of the Academy Trust;
- e. “Chair” means the Chair of the Trustees, save that for the purposes of Articles 23 – 44 chair means the individual appointed as chair of a General Meeting pursuant to Article 25;
- f. “Chief Executive Officer” means such person as may be appointed by the Trustees as the Chief Executive Officer of the Academy Trust;
- g. “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
- h. “Co-opted Trustee” has the meaning contained in Article 58;
- i. “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- j. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- k. Not used;

## ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

- l. “Funding Agreement” means the agreement between the Academy Trust and the Secretary of State, including funding arrangements, obligations and termination provisions;
- m. “Governance Professional” means the Governance Professional to the Trustees or any other person appointed to perform the duties of the Governance Professional to the Trustees, including a joint, assistant or deputy Governance Professional;
- n. “Local Authority Associated Person” means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Academy Trust is influenced;
- o. “Local Governing Bodies” means the committees appointed pursuant to Articles 100-101A and 104 (and “Local Governing Body” means any one of these committees);
- p. “Member” means a member of the Academy Trust and someone who, as such, is bound by the undertaking contained in Article 8;
- q. “the Memorandum” means the Memorandum of Association of the Academy Trust;
- r. “Office” means the registered office of the Academy Trust;
- s. “Parent” includes any person with parental responsibility or care for a pupil, student, or child;
- t. “Parent Local Governor” means the Parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56;
- u. “Parent Trustees” means the Trustees elected or appointed pursuant to Articles 53 – 56 inclusive;
- v. “Principals” means the head teachers of the Academies (and “Principal” means any one of these head teachers);

## ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

- w. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- x. “the seal” means the common seal of the Academy Trust, if it has one;
- y. “Secretary of State” means the Secretary of State for Education or successor;
- z. “Serious Criminal Offence” means any criminal offence excluding those which have been spent under the Rehabilitation of Offenders Act 1974 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 178 of the Charities Act 2011;
- aa. “Special Educational Needs” has the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014;
- bb. “teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide their services as a teacher at one or more Academies;
- cc. “the Trustees” means the directors of the Academy Trust (and “Trustee” means any one of those directors), subject to the definition of this term at Article 6.9(b) in relation to Articles 6.2-6.4 and 6.6-6.8A;
- dd. “the United Kingdom” means Great Britain and Northern Ireland;
- ee. “Vice-Chair” means the Vice-Chair of the Trustees;
- ff. words importing the singular number shall include the plural number, and vice versa;
- gg. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
- hh. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory

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provision including any modification or amendment thereto;

- ii. any reference to a document being 'signed' includes being executed under hand or seal or by any other method, and in the case of communication in electronic form, such references are to its being authenticated as specified by the Companies Act 2006;
- jj. any reference to communication or documents being 'in writing' or 'written' includes communications or documents which are in electronic form.

### Academy Trust name and registered office

- 2. The company's name is Reigate Learning Alliance (and in this document it is called "the **Academy Trust**").
- 3. The Academy Trust's registered office is to be situated in England and Wales.

### Charitable objects

- 4. The Academy Trust's objects ("the **Objects**") are specifically restricted to the following:
  - a. 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 ("the **mainstream Academies**") or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the **alternative provision Academies**") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the **16 to 19 Academies**") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("the **Special Academies**")
  - b. to promote for the benefit of the inhabitants of the areas serviced by the

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Academies the provision of facilities for recreation or other leisure time occupation of individuals who have the need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

### **Powers of the Academy Trust**

5. In furtherance of the Objects but not further or otherwise the Academy Trust may exercise the following powers:

- a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Academy Trust;
- b. to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. subject to Articles 6.6-6.8A below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
- f. to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;



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- g. to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
- h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Trustees;
- i. to offer scholarships, exhibitions, prizes and awards to pupils and students and former pupils and former students, and otherwise to encourage and assist the educational attainment of pupils and students and former pupils and former students;
- j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- l. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Academy Trust may think fit;
- m. to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
  - i. the investment policy is set down in writing for the financial expert by the Trustees;

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- ii. every transaction is reported promptly to the Trustees;
- iii. the performance of the investments is reviewed regularly with the Trustees;
- iv. the Trustees are entitled to cancel the delegation arrangement at any time;
- v. the investment policy and the delegation arrangement are reviewed at least once a year;
- vi. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- vii. the financial expert must not do anything outside the powers of the Trustees;
- o. to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to provide indemnity arrangements to Trustees in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- q. not used;
- r. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust; and
- s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

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## Use of income and property

6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Academy Trust. Nonetheless a Member of the Academy Trust who is not also a Trustee may:

- a. benefit as a beneficiary of the Academy Trust;
- b. be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;
- c. be paid rent for premises let by the Member to the Academy Trust if the amount of the rent and other terms of the letting are reasonable and proper; and
- d. be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed 2% per annum below the base lending rate of a UK clearing bank selected by the Trustees, or 0.5%, whichever is the higher.

6.2A. The Trustees may only rely upon the authority provided by Article 6.2 to allow a benefit to a Member if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member does not exceed an amount that is reasonable in all the circumstances;
- b. the Trustees are satisfied that it is in the interests of the Academy Trust to contract with that Member rather than with someone who is not a Member. In reaching that decision the Trustees must balance the advantage of contracting with a Member against the disadvantages of doing so; and
- c. the reason for their decision is recorded by the Trustees in the minute book.

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### **Trustees benefiting from indemnity arrangements**

6.3 A Trustee may benefit from any indemnity arrangement purchased at the Academy Trust's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust, provided that any such arrangement shall not extend to: (i) any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard to whether it was a breach of trust or breach of duty or not; and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees (or any of them) in their capacity as directors of the Academy Trust. Further, this Article does not authorise a Trustee to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

6.4 A public company, which has shares listed on a recognised stock exchange and of which any one Trustee holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Academy Trust.

### **Trustees' reasonable expenses and restrictions on benefits and payments**

6.5 A Trustee may at the discretion of the Trustees be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by them when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.

6.6 No Trustee may:

- a. buy any goods or services from the Academy Trust;
- b. sell goods, services, or any interest in land to the Academy Trust;
- c. be employed by, or receive any remuneration from the Academy Trust (other than the Chief Executive Officer to the extent they are a Trustee whose employment and/or remuneration is subject to the procedure and

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conditions in Article 6.8);

- d. or receive any other financial benefit from the Academy Trust;

unless:

- the payment is permitted by Article 6.7 and the Trustees follow the procedure and observe the conditions set out in Article 6.8; or
- the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Trustee may:

- a. receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust;
- b. be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Trustee;
- c. receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher; and
- d. receive rent for premises let by the Trustee to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Academy Trust and its Trustees may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Trustee does not exceed an amount that is reasonable in all the circumstances;
- b. the Trustee is absent from the part of any meeting at which there is discussion of:
  - i. their employment, remuneration, or any matter concerning the contract, payment or benefit; or

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- ii. their performance in the employment, or their performance of the contract; or
  - iii. any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them that would be permitted under Article 6.7; or
  - iv. any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7;
- c. the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- d. save in relation to employing or contracting with the Chief Executive Officer (to the extent they are a Trustee), the other Trustees are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest);
- e. the reason for their decision is recorded by the Trustees in the minute book; and
- f. a majority of the Trustees then in office have received no such payments or benefit.

6.8A The provision in Article 6.6(c) that no Trustee may be employed by or receive any remuneration from the Academy Trust (other than the Chief Executive Officer to the extent they are a Trustee) does not apply to an employee of the Academy Trust who is subsequently elected or appointed as a Trustee save that this Article shall only allow such a Trustee to receive remuneration or benefit from the Academy Trust in their capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8(b) and 6.8(c) is followed.

6.9 In Articles 6.2-6.4 and 6.6-6.8A:

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- a. "Academy Trust" shall include any company in which the Academy Trust:
  - holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company;
- b. "Trustee" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as their partner;
- c. the employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
  - i. a partner;
  - ii. an employee;
  - iii. a consultant;
  - iv. a director;
  - v. a member; or
  - vi. a shareholder, unless the shares of the company are that of a public company which are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

### **Liability of Academy Trust Members**

7. The liability of the Members of the Academy Trust is limited.
8. Every Member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust's assets if it should be wound up while they are a Member or within one year after they cease to be a Member, for payment of the Academy Trust's debts and liabilities before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

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## **Arrangements for Academy Trust property on closure of trust**

9. If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Academy Trust (except for a Member which is itself a charity fulfilling the criteria set out below), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 6 above, chosen by the Members of the Academy Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.

10. Not used.

## **Restrictions on alterations to articles to protect charitable company status**

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect: (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity.

## **Members**

12. The Members of the Academy Trust shall comprise:

- a. the signatories to the Memorandum (until such time as they cease to be a Member);
- b. Not used.
- c. Not used.
- d. any person appointed under Article 15A,

provided that at any time the minimum number of Members shall not be less than three.

12A. An employee of the Academy Trust cannot be a Member of the Academy Trust.

12B. There must be a majority of Members who are not also Trustees.



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## Rights to remove Members

13. Each person entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint Members in Article 12:

- a. in the case of an individual, die or become legally incapacitated;
- b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
- c. becomes insolvent or makes any arrangement or composition with their creditors generally; or
- d. ceases to themselves be a Member,

their right to appoint Members under these Articles shall vest in the remaining Members.

## Disqualification and termination of membership

15. A Member shall cease to be a Member if:

- a. that Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs;
- b. that Member has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced, or if they are the subject of a bankruptcy restrictions order or an interim order;
- c. that Member is a corporate entity and:
  - i. ceases to exist;
  - ii. a resolution or order is made for the Member to be wound up or to enter into administration;

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- iii. enters into any arrangement or composition with its creditors; or
- iv. becomes insolvent;
- d. that Member has been convicted of a Serious Criminal Offence;
- e. that Member has not provided to the Chair a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that Member unsuitable for their role. If a dispute arises as to whether the Member should 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;
- f. that Member refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement or otherwise;
- g. that Member is found to be unsuitable to be a Member by the Secretary of State under the provisions of the Funding Agreement;
- h. that Member is employed by the Academy Trust;
- i. that Member would be disqualified from being a Trustee of this Academy Trust for any other reason, regardless of whether they are also a Trustee.

15AA. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Member; and they are, or are proposed, to become such a Member, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

### **Appointing and removing Members**

15A. The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

16. In addition to Article 13, the Members may agree by passing a special resolution to remove any Member(s). The Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution.

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## **Members and the charitable objects**

16A. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do anything or take any action which would cause the Academy Trust to contravene its Objects, and shall act in a way which they decide, in good faith, will be most likely to further the Objects of the Academy Trust.

## **Consent to become a Member**

17. Every person nominated to be a Member of the Academy Trust shall sign a written consent to become a Member and sign the register of Members on becoming a Member.

## **Member resignation**

18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove them under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

## **General Meetings**

### **Annual General Meeting**

19. The Academy Trust shall hold an Annual General Meeting each Academy Financial Year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy Trust and that of the next. Provided that so long as the Academy Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or the following year. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint. All meetings other than the Annual General Meetings shall be called General Meetings.

### **Arrangements for General Meetings**

20. The Trustees may call General Meetings and, on the requisition of Members

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pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a General Meeting in accordance with that Act. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any Member of the Academy Trust may call a General Meeting.

### **Notice of General Meetings**

21. General meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Trustees and auditors.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

23. No business shall be transacted at any meeting unless a quorum is present. A quorum is a majority of Members present in person or by proxy and entitled to vote upon the business to be transacted.

23A. A person may attend a General Meeting by telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.

23B. A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

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24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chair and such election shall be binding on all Members and Trustees present at the meeting.
26. Not used.
27. A Trustee shall, notwithstanding that they are not a Member, be entitled to attend and speak at any General Meeting or Annual General Meeting.
28. The chair may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
- a. by the chair; or
  - b. by at least two Members having the right to vote at the meeting; or
  - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by

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a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. A poll demanded on the election of the chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

35. A resolution in writing, which includes a resolution in electronic form, agreed by such number of Members as required if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

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## Votes of Members

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

37. Not used.

38. No Member shall be entitled to vote at any General Meeting unless all moneys then payable by them to the Academy Trust have been paid.

39. No objections shall be raised to the qualification of any person to vote at any General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

## Voting by proxy

40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

“I/We, ....., of ....., being a Member/Members of the above named Academy Trust, hereby appoint ..... of ....., or in their absence, ..... of ..... as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust to be held on .....20[ ], and at any adjournment thereof.

Signed on ..... 20[ ]”

41. Where it is desired to afford Members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

“I/We, ....., of ....., being a Member/Members of the above named Academy Trust, hereby appoint .... of ....., or in their absence, ..... of ....., as my/our

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proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust, to be held on .... 20[ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on 20[ ]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Trustees may:

- be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Governance Professional or to any Trustee,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.



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43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy Trust at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member of the Academy Trust may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Academy Trust.

### Trustees

45. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

46. Subject to Articles 48-49 and 53, the Academy Trust shall have the following Trustees:

- a. up to 8 Trustees, appointed under Article 50; and
- b. Not used.
- c. a minimum of two Parent Trustees elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

47. The Academy Trust may also have any Co-opted Trustee appointed under Article 58.

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48. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

49. Future Trustees shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Trustee to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

### **Appointment of Trustees**

50. The Members may appoint by ordinary resolution up to 8 Trustees.

50A. Not used.

50B. The total number of Trustees including the Chief Executive Officer if they so choose to act as Trustee under Article 57 who are employees of the Academy Trust shall not exceed one third of the total number of Trustees.

51. Not used.

52. Not used.

### **Parent Trustees**

53. In circumstances where the Trustees have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Trustees and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

### **Election of Parent Trustees and Parent Local Governors**

54. Parent Trustees and Parent Local Governors shall be elected or, if the number of Parents standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Trustees from time to time). The elected or appointed Parent Trustees must be a Parent of a registered pupil at one or more of the Academies at the time when they are elected or appointed. The elected

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(or, if the number of Parents standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a Parent of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when they are elected or appointed.

54AA In the case of 16-19 Academies, references to ‘a Parent of a registered pupil at one or more of the Academies’ in Article 54 shall be deemed to be references to ‘a Parent of a registered student at that 16-19 Academy’ or, in circumstances where no Parent of a registered student at the 16-19 Academy is willing or able to act as a Parent Trustee or a Parent Local Governor, references to ‘a Parent of a registered pupil at one or more of the Academies’ shall be deemed to be references to ‘a Parent of a child of above compulsory school age but not above the age of 19.

54A. The number of Parent Trustees and Parent Local Governors required shall be made up by Parent Trustees and Parent Local Governors appointed by the Trustees if the number of Parents standing for election is less than the number of vacancies.

55. The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Trustees or Parent Local Governors, including term dates and any question of whether a person is a Parent of a registered pupil at one of the Academies. Any election of the Parent Trustees or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any Parent of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. In appointing a Parent Trustee or Parent Local Governor the Trustees shall appoint a person who is the Parent of a registered pupil at an Academy as described in Articles 54 and 54AA; or where the Trustees are exercising their power to appoint a Parent Trustee or Parent Local Governor and it is not reasonably practical to appoint a Parent as described in Articles 54 and 54AA, then the Trustees may appoint a person who is the Parent of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

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## Chief Executive Officer as Trustee

57. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee.

## Co-opted Trustees

58. The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Chief Executive Officer to the extent they are a Trustee.

59 – 63. Not used.

## Term of office

64. The term of office for any Trustee shall be four years, save that:
- a. This time limit shall not apply to any post which is held ex officio.
  - b. The term of office may be shorter than four years for any Trustee except for Parent Trustees, if the Members (or in the case of a Co-opted Trustee, the Trustees) determine this at the time of appointment of such Trustee.

Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.

## Resignation and removal

65. A Trustee may resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

66. A Trustee may be removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

67. Either the Trustee resigning, or those removing the Trustee shall give written

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notice thereof to the Governance Professional.

### **Disqualification of Trustees**

68. A Trustee must be aged 18 or over at the date of election or appointment. No current pupil or current student of any of the Academies shall be a Trustee.

69. A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.

70. A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that the Trustee's office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Trustee if:

- a. they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
- b. they are the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006, or are disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

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74. A person shall be disqualified from holding or continuing to hold office as a Trustee if they have 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 they were responsible or to which they were privy, or which their conduct contributed to or facilitated.

75. Not used.

76. Not used.

77. A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of a Serious Criminal Offence.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Trustee if that person does not provide the Chair with a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that person unsuitable for their role. 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.

78A A person (including the Chair) shall be disqualified from holding or continuing to hold office as a Trustee if that person:

- a. refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or
- b. is found to be unsuitable to be a Trustee by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or are proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

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## **Disqualification of those on committees including Local Governing Bodies**

80. Articles 68 to 74, Articles 77 to 78, Article 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees including a Local Governing Body who is not a Trustee.

## **Governance Professional to the Trustees**

81. The Trustees must appoint a Governance Professional. The Governance Professional shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Governance Professional so appointed may be removed by them. The Governance Professional shall not be a Trustee, or the Chief Executive Officer. Notwithstanding this Article, the Trustees may, where the Governance Professional fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting. The Governance Professional may, but need not be, the appointed company secretary of the Academy Trust.

## **Chair and Vice-Chair of the Trustees**

82. The Trustees shall each school year elect a Chair and a Vice-Chair from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair.

83. Subject to Article 84, the Chair or Vice-Chair shall hold office as such until a successor has been elected in accordance with Article 85.

84. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Governance Professional. The Chair or Vice-Chair shall cease to hold office if they:

- a. cease to be a Trustee;
- b. are employed by the Academy Trust;
- c. are removed from office in accordance with these Articles; or
- d. in the case of the Vice-Chair, they are elected in accordance with these

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Articles to fill a vacancy in the office of Chair.

85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of Chair or Vice-Chair, the Trustees shall at their next meeting elect one of their number to fill that vacancy.

86. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.

87-89. Not used.

90. The Trustees may remove the Chair or Vice-Chair from office in accordance with these Articles.

91. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Trustees shall not have effect unless:

- a. it is confirmed by a resolution passed at a second meeting of the Trustees held not less than fourteen days after the first meeting; and
- b. the matter of the Chair's or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings.

92. Before the Trustees resolve at the relevant meeting on whether to confirm the resolution to remove the Chair or Vice-Chair from office, the Trustee or Trustees proposing their removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

### **Powers of the Trustees**

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a



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quorum is present may exercise all the powers exercisable by the Trustees.

94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:

- a. to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- b. to enter into contracts on behalf of the Academy Trust.

95. In the exercise of their powers and functions, the Trustees may consider any advice given by the Chief Executive Officer to the extent they are not a Trustee and any other executive officer.

96. Any bank account in which any money of the Academy Trust is deposited shall be operated by the Trustees in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Trustees.

### **Conflicts of interest**

97. Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must be absent from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Trustee has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6.5-6.8A.

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## The minutes

99. The minutes of the proceedings of a meeting of the Trustees shall be recorded and kept for the purpose by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chair thereof.

## Committees

100. Subject to these Articles, the Trustees:

- a. may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and
- b. may establish any other committee.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

101A. The Trustees shall ensure that any Local Governing Body shall include at least two Parent Local Governors.

102. Not used.

103. Not used.

104. The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Trustees from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Trustees.

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### Delegation

105. The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.

105A. A Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.

106. Where any power or function of the Trustees has been exercised by any committee (including any Local Governing Body), any Trustee, the Chief Executive Officer any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.

### Appointing and delegating to Chief Executive Officer and Principals

107. The Trustees shall appoint the Chief Executive Officer and the Principals of the Academies. The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academies).

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## Meetings of the Trustees

### Proceedings at Trustee meetings

108. Subject to these Articles, the Trustees may regulate their proceedings as they think fit.

109. The Trustees shall hold at least three meetings in every school year. Meetings of the Trustees shall be convened by the Governance Professional. In exercising the functions under this Article the Governance Professional shall comply with any direction:

- a. given by the Trustees; or
- b. given by the Chair, or in their absence, the Vice-Chair, so far as such direction is not inconsistent with any direction given as mentioned in (a).

110. Any three Trustees may, by notice in writing given to the Governance Professional, requisition a meeting of the Trustees; and it shall be the duty of the Governance Professional to convene such a meeting as soon as is reasonably practicable.

111. Each Trustee shall be given at least seven clear days before the date of a meeting:

- a. notice in writing thereof by the Governance Professional, and sent to each Trustee at the address provided by each Trustee from time to time; and
- b. a copy of the agenda for the meeting,

provided that where the Chair or, in their absence, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the

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Trustees shall not be proposed at a meeting of the Trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Trustees shall be terminated forthwith if:

- a. the Trustees so resolve; or
- b. the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Governance Professional as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Trustees resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Governance Professional to convene a meeting accordingly.

### **Quorum for Trustee meetings**

117. Subject to Article 119, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

118. The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.

119. The quorum for the purposes of:

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- a. any vote on the removal of a Trustee in accordance with Article 66; and
- b. any vote on the removal of the Chair of the Trustees in accordance with Article 90,

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.

### **Voting at Trustee meetings**

120. Subject to these Articles, every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote.

121. Subject to Articles 117-119, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.

122. The proceedings of the Trustees shall not be invalidated by:

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Trustee.

123. A resolution in writing, which includes a resolution in electronic form, signed by all the Trustees entitled to receive notice of and vote at a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or authenticated by one or more of the Trustees.

### **Making the minutes of Trustee meetings available**

124. Subject to Article 125, the Trustees shall ensure that a copy of:

- a. the agenda for every meeting of the Trustees;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
- c. the signed minutes of every such meeting; and

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- d. any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:

- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
- b. a named pupil or named student at, or candidate for admission or referral to, any Academy; and
- c. any matter which, by reason of its nature, the Trustees are satisfied should remain confidential.

### Participation at meetings

126. Any Trustee shall be able to participate in meetings of the Trustees by telephone or by any suitable electronic means agreed by the Trustees and by which all those participating in the meeting are able to communicate with all other participants.

126A. A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

### Patrons and honorary officers

127. The Trustees may from time to time appoint any person whether or not a Member of the Academy Trust to be a patron of the Academy Trust or to hold any honorary office and may determine for what period they are to hold such office.

### The seal

128. The seal, if any, shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who

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shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Governance Professional or by a second Trustee.

### Accounts

129. Accounts shall be prepared in accordance with the relevant statement of recommended practice published by the Charity Commission from time to time (the **“Statement of Recommended Practice”**) as if the Academy Trust was a non-exempt charity, and Parts 15 and 16 of the Companies Act 2006, and the Academy Trust shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

### Annual Report

130. The Trustees shall prepare the Annual Report in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and shall file this with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

### Confirmation statement

131. The Trustees shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation and delivery of a confirmation statement to the Registrar of Companies.

### Notices

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing, which includes being given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, “Address” in relation to electronic communications, includes a number or address used for the purposes of such communications.

133. A notice may be given by the Academy Trust to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered



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address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Academy Trust.

134. A Member present, either in person or by proxy, at any meeting of the Academy Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by The Chartered Governance Institute UK & Ireland shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### Indemnity

136. Subject to the provisions of the Companies Act 2006 and Article 6.3, every Trustee or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy Trust.

### Rules

137. The Trustees may make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust including, but not limited to, how they take decisions, including the procedure at meetings, and the means of recording and communicating such rules to Trustees and

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Members, insofar as such rules are not already regulated by the Articles.

138. The Academy Trust in general meetings shall have power to alter, add or to repeal the rules or bye laws. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

### **Avoiding influenced company status**

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

140. No person who is a Local Authority Associated Person may be appointed or elected as a Trustee if, once the appointment or election had taken effect, the number of Trustees who are Local Authority Associated Persons would represent 20% or more of the total number of Trustees. Upon any resolution put to the Trustees, the maximum aggregate number of votes exercisable by any Trustees who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Trustees on such a resolution and the votes of the other Trustees having a right to vote at the meeting will be increased on a pro-rata basis.

141. No person who is a Local Authority Associated Person is eligible to be appointed or elected to the office of Trustee unless their appointment or election to such office is authorised by the local authority to which they are associated.

142. If at the time of either their becoming a Member of the Academy Trust or their first appointment or election to office as a Trustee any Member or Trustee was not a Local Authority Associated Person but later becomes so during their membership or tenure as a Trustee they shall be deemed to have immediately resigned their membership and/or resigned from their office as a Trustee as the case may be.

143. If at any time the number of Trustees or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 inclusive) represent 20% or more of the total number of Trustees or Members (as the case may be) then a sufficient

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number of the Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Trustees or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be). Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first.

144. The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act) 1989.



Department  
for Education

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## **SCHEME OF DELEGATION**

(Approved April 2019, Amended March 2023)

## **1. Vision and ethos of the Multi Academy Trust**

### Mission Statement

- 1.1 To provide high quality education in a supportive community.

### Vision Statement

- 1.2 To be the first choice for sixth form education, by striving to deliver educational excellence, that responds to the individual learning needs of students.
- 1.3 RLA will seek to provide, all within the objects set out in its Articles of Association:
- (a) An outstanding learning experience for students in any academy within the MAT
  - (b) A culture of high expectations, personal responsibility and high aspirations
  - (c) A diverse 6th form curriculum including a wide range of Academic and Vocational provision
  - (d) Support to students to either enter higher education or work as appropriate to the aims of the student
  - (e) A wide range of enrichment activities
  - (f) A focus on full time, 16 -19 students

### Constitution

- 1.4 Reigate Learning Alliance (RLA) is an Academy Trust incorporated on 10th July 2017 and governed by its Memorandum & Articles of Association.
- 1.5 This scheme of delegation should be considered alongside the Articles and the Academies Financial Handbook. The Articles take precedence in the event of any inconsistency.
- 1.6 RLA has Members and Trustees, and an Academy within RLA has Local Governors on its Local Governing Body (LGB).
- 1.7 A scheme of delegation is the key document defining which functions have been delegated and to whom. It is a simple yet systematic way of ensuring that Members, Trustees, Committees (including LGBs) and Management are clear about who has responsibility for making which decisions in the trust. This overarching scheme of delegation covering all decision making in the trust should not be confused with the written scheme of delegation of financial powers referred to in the Academies Financial Handbook.

## **2. Members**

- 2.1 The Members shall, by special resolution, appoint such additional Members (other than employees of the Trust) as they think fit.
- 2.2 The Members may by written notice under the Articles remove and replace any member they have appointed.
- 2.3 The Members may by ordinary resolution appoint the Chief Executive and up to 11 other Trustees who the Members hold to account for the work of the Trust, and who have the responsibilities of both charity trustees and company directors.
- 2.4 The Members may by ordinary resolution remove any Trustee.
- 2.5 The Members shall appoint the Auditors and review the Annual Audit Reports and Financial Statements.

## **3. Trustees**

- 3.1 The Trustees shall appoint a Chair and Vice-Chair at the first meeting each year.

### Non-delegation

- 3.2 The following are reserved to the Trust and, notwithstanding the powers of delegation in the Articles of Association, may not be delegated:
- (a) Determining the objectives of the Trust.
  - (b) Determining and periodically reviewing the educational character and mission of any school or college within the MAT.
  - (c) Ensuring the solvency any school or college within the Trust and the safeguarding of their assets.
  - (d) Reviewing matters of new policy or variation to existing policy in line with the Trust Policy Review Schedule, except for those non-statutory policies which have been delegated to the Chief Executive and Principal.
  - (e) The final approval of the College's Strategic and Operational Plans.
  - (f) The final approval of the College's Self-assessment Report and Development Plan.
  - (g) The approval of the annual estimates of annual budgets.
  - (h) The approval of the annual estimates of capital expenditure for work authorised by the Trust.
  - (i) The approval of the year-end financial statements.
  - (j) The final approval of the Annual Audit Reports.
  - (k) The acquisition and disposal of property.
  - (l) Borrowing money and, in connection with such borrowing, granting securities or giving guarantees or indemnities.
  - (m) The appointment of standing and ad hoc committees of the Trust.
  - (n) The appointment, and termination of the contracts, of the Principal, Chief Executive and Chief Accounting Officer and the Governance Professional or the holder of a senior post, other than to a committee of Trustees.
  - (o) The power to determine an appeal in connection with the dismissal of the Chief Executive, Principal, the Governance Professional or the holder of a senior post, other than to a committee of Trustees.
  - (p) The making, amendment and revocation of terms of reference and structure & procedures for Committees of the Trustees and Local Governors and a Code of Conduct for Trustees and Local Governors. All Committees (except an LGB) must comprise a majority of Trustees.
  - (q) The determination and periodic review of the educational character and mission of the Academy and oversight of its activities.
  - (r) Making arrangements for obtaining the views of staff and students on the quality of educational provision within the Academy, and for periodic review of the educational character and mission of the Academy and oversight of its activities.
  - (s) Approving the quality strategy of the Trust.
  - (t) Ensuring the effective and efficient use of resources, the solvency of the Academy and the Trust and safeguarding of their assets.
  - (u) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior post holders and the Governance Professional.
  - (v) Setting a framework for staff pay and conditions.

### Delegation to Committees

- 3.3 The Trust delegates to each Local Governing Body (LGB) and Committee of the Trust all functions set out in their respective terms of reference, and each Committee may exercise and perform on behalf of and in the name of the Trust all of the authority, powers and duties of the Trust in relation to the functions so delegated.

### Principal and Chief Executive

- 3.4 The Trust delegates to the Principal and Chief Executive of the College, responsibility for the operational management of the College subject to the strategic direction set by the Trust.
- 3.5 The Chief Executive is the chief accounting officer and shall accordingly have the responsibilities set out in the Academies Financial Handbook.

3.6 The following responsibilities are allocated between the Chief Executive and the Principal:

Chief Executive

- (a) making proposals to the Trust about the educational character and mission of the institution, and for implementing the decisions of the Trust
- (b) the determination of the institution's academic and other activities
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Trust, and the management of budget and resources within the estimates approved by the Trust
- (d) determining, promulgating and implementing other non-statutory policies agreed by Trust from time to time

Principal

- (a) making proposals to the Trust about the educational character and mission of the institution, and for implementing the decisions of the Trust
- (b) the organisation, direction and management of the institution and leadership of the staff
- (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Trust, of the pay and conditions of service of staff, other than the holders of senior posts or the Governance Professional, where the Governance Professional is also a member of the staff
- (d) responsibility for determining, promulgating and implementing the employment policies.
- (e) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds, and implementing decisions to expel students for academic reasons

3.7 The Chief Executive and Principal may delegate to any other senior post holder or any member of the Senior Leadership Team any functions that are necessary to enable their responsibilities to be discharged properly, other than:

- (a) the management of budget and resources
- (b) (except where prohibited by the Academies Financial Handbook) any functions that have been delegated to the Principal and Chief Executive by the Trust

## 4 **Processes for monitoring performance and progress**

Strategic goals

4.1 Monitoring and review of progress against agreed strategic goals will take place, periodically and as necessary, through:

- (a) Annual agreement of strategic and operational objectives by Trust Board.
- (b) Annual agreement of local objectives by the LGB.
- (c) Monitoring the annual outcome data by LGB and Trust Board.
- (d) Monitoring finance objectives at Finance Committee and Trust Board.
- (e) Monitoring via the Audit Committee.
- (f) Annual appraisals of the Chief Executive and Principal.

Student cohort

4.2 Local Governors will ensure they know the cohort through:

- (a) Descriptions in the annual SAR.
- (b) Visits to the Academy.
- (c) Briefings from staff.



- (d) The annual marketing and admissions reports.

#### Monitoring and developing academic priorities

4.3 The LGB will undertake the following and report to the Trustees:

- (a) Review of the annual SAR.
- (b) Annual presentation of raw results in September to Trustees and LGB.
- (c) Expected final results when the DfE data checking exercise commences in October.
- (d) Termly SAR updates to the LGB to monitor agreed actions arising from the SAR.
- (e) Ofsted inspection reports.
- (f) Direct Governor liaison with teaching departments.
- (g) Review whether previous targets have been met and the underlying reasons why targets were or were not achieved.
- (h) Briefings from senior managers e.g. in the light of any DfE policy changes concerning academic and vocational assessment.
- (i) Reviewing feedback from the Trustees and any Committees.

#### Monitoring by the Trust Board

4.4 Trustees will monitor and review as follows:

- (a) Review of the annual SAR.
- (b) Publication of the SAR and upload to Ofsted.
- (c) Review of reports by the LGB.

#### Overseeing and monitoring improvement and challenging leaders

4.5 The LGB will have a central role in monitoring performance and the improvement of under-performing areas of educational provision.

4.6 Training sessions will be held prior to meetings to allow Local Governors and Trustees to develop their understanding and awareness of the various outcome measurements.

4.6 The LGB will be aware of the specific educational context of the academy. Local Governors and Trustees will be encouraged to:

- (a) Question leaders on whether they are collecting the right data to inform their assessment and challenges appropriately when data collection is not adding value.
- (b) Challenge senior leaders to ensure that the collection of assessment data is purposeful, efficient and valid.

4.7 Senior Management will present a SAR update to each termly meeting of the LGB identifying:

- (a) Underperforming areas.
- (b) The nature of the underperformance (e.g. value added, retention, surveys).
- (c) Actions taken to address the issue.
- (d) The level of improvement required.
- (e) Progress against the actions required.
- (f) Programs for groups of learners.

## Appendix A - Structure chart

<p><b>Members</b> 3 to 5 Meets annually</p>		
<p><b>MAT Audit Committee</b> Meets termly Reports to Trustees</p> <p><b>MAT Remuneration Committee</b> Annual meetings Reports to Trustees</p>	<p><b>Trustees</b></p> <p>Maximum number of Trustees shall be 11, comprising up to 8 appointed by the Members under Article 46, up to 3 co-opted by the Trustees under Article 58, and the Chief Executive Officer under Article 57.</p> <p>Meet termly plus an annual meeting with Members</p> <p>Reports to Members</p>	<p><b>MAT Finance Committee</b> Meets termly Report to Trustees</p>
<p><b>Other LGB</b> Reports to Trustees</p>	<p><b>Reigate College LGB</b> Up to 12 Governors Reports to Trustees</p>	<p><b>Other LGB</b> Reports to Trustees</p>

## Appendix B - Scheme of delegation grid

Delegated area	Members	Trustees	LGB	Committees	CEO / Principal
<b>RLA strategic direction</b>					
Determining and periodically reviewing the educational character and mission of the Trust	Consult	Determine	Consulted		Develop
Overseeing matters of new policy or variation to existing policy in line with the Trust Policy Review Schedule, except for those non-statutory policies which have been delegated to the Chief Executive and Principal	Consult	Determine	Consulted	Consult where appropriate	Develop
The final approval of the College's Strategic and Operational Plans.		Determine	Consulted		Draft
The final approval of the College's Self-assessment Report and Development Plan.		Approve	Review and recommend		Draft
Decide terms of reference for Members, Trustees, LGB's and Committees		Approve			
Set admissions policy		Approve	Review and recommend		Draft
<b>The quality of educational provision</b>					
Publishing arrangements for obtaining the views of staff and students		Approve	Review and recommend		Draft
Approving the quality strategy of the Trust		Approve	Review and recommend		Draft
Approving the implementation of safeguarding, Prevent and British Values policies and procedures		Approve	Approve and monitor		Draft
Monitor staff development plans			Approve and review		Draft
Hear student concerns			Monitor		
Review PGCE course			Approve and review		Draft
Receive lesson observation report			Approve and review		Draft
Receive marketing report			Approve and review		Draft
Receive retention report			Approve and review		Draft

<b>Finance</b>					
Funding Model – establishing a funding model across the Trust and develop an individual funding model for the Colleges so as to secure the Trust’s financial health in the short and long term		Approve		Approve and review (finance)	Draft
Ensuring the solvency of the College and the Trust and the safeguarding of their assets.	Monitor annually	Monitor		Approve and review (audit)	Prepare and manage budgets
The approval of the annual College Annual Budgets – formulating and determining the proportion of the overall budget to be delegated to each Academy (including uses of contingency funds/balances)		Approve		Approve and review (finance)	Draft
The approval of the year-end financial statements.	Monitor	Approve		Approve and review (finance)	Draft
The final consideration of the Annual Audit Reports.	Monitor Appoint auditors	Approve		Approve and review (audit)	Act on recommendations
The acquisition and disposal of property.		Approve		Approve and monitor (finance)	Draft
The final approval of the annual estimates of capital expenditure for work authorised by the Trust.		Approve		Approve and monitor (finance)	Draft
Borrowing money (other than overdraft facilities within the Chief Executive's delegated authority) and, in connection with such borrowing, granting securities or giving guarantees or indemnities.		Approve		Approve and monitor (finance)	Draft / propose
Funding Agreement – comply with all obligations including the Academies Financial Handbook and Articles		Monitor		Monitor	Ensure compliance
Approve charging and remission policy		Monitor		Approve and review (finance)	Draft
Corporate Risk Register		Monitor		Approve and review (audit)	
Investments – agreeing the investment policy in line with the Academies Financial Handbook and any internal policies and controls		Approve		Approve and review (finance)	
<b>RLA and senior management</b>					

The appointment to standing and ad hoc committees		Make appointments			
Appointment and removal of Trustees	Remove appointments				
The appointment of the Principal.		Make appointments			
The appointment of the Chief Executive and Chief Accounting Officer.		Make appointments			
The appointment of the Governance Professional.		Make appointments			
The consideration of the case for dismissal of the Chief Executive, Principal, the Governance Professional or the holder of a senior post, other than to a committee of members of the Trust.				Determine	
The power to determine an appeal in connection with the dismissal of the Chief Executive, Principal, the Governance Professional or the holder of a senior post, other than to a committee of members of the Trust.				Determine	
The delegation of functions of the Trust.		Determine			
The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Professional				Determine	
The Trust delegates to each Committee of the Trust all functions relative to the terms of reference of those Committees, and each Committee may exercise all of the authority, powers and duties of the Trust so delegated. The Trust delegates to each Committee of the Trust all functions relative to any Minutes of the Trust making a special delegation to a Committee.				Determine	



# **REIGATE LEARNING ALLIANCE**

## **STANDING ORDERS**

(Approved March 2021, Amended March 2023)

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# REIGATE LEARNING ALLIANCE

## STANDING ORDERS

### 1 INTRODUCTION

- 1.1 Reigate Learning Alliance (RLA) is a company limited by guarantee (registered at Companies House under company number 10858221) and is a non-profit, exempt charitable trust. As a Multi-Academy Trust (MAT), RLA is capable of having one or more academy schools or colleges within the Trust. References in this document to an 'academy' include any such school or college.
- 1.2 These Standing Orders are intended to outline the governance framework within which the Trust operates, to be found in more detail in the documents listed in 1.6, and supplement the provisions of relevant legislation and the Trust's Articles of Association, but nothing in this document overrides them.
- 1.3 These Standing Orders, unless otherwise apparent, apply equally to the Trust, its Committees and any working party that may be created.
- 1.4 A Local Governing Body may with the approval of the Trustees agree its own Standing Orders provided they are not inconsistent with anything in the Articles of Association or these Standing Orders.
- 1.5 Members, Trustees, Local Governors and other Committee Members owe a fiduciary duty to the Trust. This means that they must show it the highest loyalty, act in good faith in its interests, and adhere to the seven principles of public life laid down by the Nolan Committee. These are:
- a) **Selflessness**  
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
  - b) **Integrity**  
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
  - c) **Objectivity**  
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

- d) **Accountability**  
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
  - e) **Openness**  
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
  - f) **Honesty**  
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
  - g) **Leadership**  
Holders of public office should promote and support these principles by leadership and example.
- 1.6 Documents which are relevant to the conduct of Trust business include:
- a) RLA's Memorandum and Articles of Association
  - b) Department for Education (DfE) Funding Agreements
  - c) Education and Skills Funding Agency (ESFA) Academies Financial Handbook
  - d) DfE Governance Handbook
  - e) RLA Scheme of Delegation
  - f) RLA Code of Conduct
- and other documents listed in the RLA Trustee Governance Handbook.
- 1.7 These Standing Orders and the documents listed in 1.6 are available in the 'Publications' section of the Trust's website <http://reigatelearningalliance.org>
- 2 HIERARCHY OF THE TRUST**
- 21 **Members** of the Trust, with a similar role to shareholders of a limited company, have an overview of the governance of the Trust and comprise the subscribers to the Trust's Memorandum of Association and other individuals they appoint under its Articles of Association.
- 22 **Trustees**, who are both Charitable Trustees and RLA's Directors, are appointed by the Members in accordance with the Articles of Association.

- 23 Members can also be Trustees. However, retaining some separation between the two layers of governance ensures that the Members, independent of the Trustees, are able to exercise their powers objectively and provide effective oversight and challenge.
- 24 **Local Governors** for an academy within the Trust sit on a Local Governing Body (LGB) which is established as a Committee of the Trust Board. Details of its membership and duties are set out in the Scheme of Delegation and its Terms of Reference which are determined and reviewed annually by the Trust Board.
- 25 It is the Trustees who have the legal duty and responsibility to conduct the business of the Trust subject to any direction from the Members. Although the Trustees can choose to delegate certain powers, they cannot give up these duties to a third party, even to the Members. Members should accordingly be ‘eyes on and hands off’ and avoid overstepping their powers or undermining the Trustees’ discretion in meeting their responsibilities. In general, Members are not expected to attend Trust Board meetings, sit on executive leaders’ performance review panels, or contribute to specific decisions in relation to the Trust’s business.
- 26 The Trustees are responsible for controlling the management and administration of the Trust subject to company and charity law, the Articles of Association and any directions of the Members. They have responsibility for directing its affairs, and for ensuring that it is solvent, well-run as a going concern and delivering the Trust’s charitable outcomes for public benefit.
- 27 All appointments will be confirmed in writing by the Governance Professional and are subject to an enhanced Disclosure Barring Service (DBS) check. In the event that a DBS check gives cause for concern the Governance Professional, in consultation with the Chair, shall conduct a risk assessment to determine the suitability of the candidate.
- 28 The Chief Executive Officer is responsible for notifying the ESFA (Edubase) of the appointment of Members, Trustees and Local Governors and completion of any required Companies House documentation.

### **3 MEMBERS**

- 3.1 The Members:
- a) are the subscribers to the RLA’s Memorandum of Association (founding members) until such time as they cease to be Members;
  - b) may, by special resolution, appoint new Members or remove existing Members;
  - c) may amend the articles of association subject to any restrictions created by the funding agreement or charity law;

- d) appoint and remove Trustees;
  - e) may, by special resolution, issue direction to the Trustees to take a specific action;
  - f) appoint the Trust's external auditors and receive (but do not sign) the audited annual report and accounts; and
  - g) have power to change the Trust's name and, ultimately, wind it up.
- 32 There must always be at least three Members although there is a strong preference to have at least five Members because this:
- a) ensures enough Members can take decisions via special resolution (which require 75% of Members to agree) without requiring unanimity; and
  - b) facilitates majority decisions being taken by ordinary resolution (which requires a majority of Members to agree)
- 33 An employee of the Trust cannot be a Member [Article 12A].
- 34 Members should be kept informed of the skills that the Trust Board needs in order to be effective, and to have confidence in the Board at all times, with sufficient arrangements in place for Members to know when they may need to exercise their powers, particularly to appoint or remove Trustees. This is achievable by the Chair of Trustees also being a Member, but in any event a majority of Members should be independent of the Trust Board.
- 35 Registers of Members, Trustees and Local Governors, Committees upon which they serve, membership category and expiry of term of office (including any re-appointments) shall be maintained and published in the 'Publications' section on the Trust's website.

#### **4 TRUSTEES**

- 4.1 Trustees should focus on three core functions:
- a) ensuring clarity of vision, ethos and strategic direction
  - b) holding executive leaders to account for the educational performance of an academy and its students, and the performance management of staff
  - c) overseeing and ensuring effective financial performance.
- 42 Trustees must understand their dual duties as Company Directors and as Charity Trustees to:
- a) act within their powers
  - b) promote the success of the Trust
  - c) exercise independent judgment

- d) exercise reasonable care, skill and diligence
  - e) avoid conflicts of interest, whether real or perceived
  - f) not accept benefits from third parties
  - g) declare any personal interest in proposed transactions or arrangements.
- 43 Trustees should be familiar with the current Academies Financial Handbook and in particular the schedule of requirements (the 'musts') in Part 8 of it.
- 44 Further details of the role of the Trustee can be found in the Trustee Role Description and Person Specification at Appendix 1.
- 45 Where appropriate, the Trust Board will appoint designated Trustees as link Trustees where specific Board oversight is required e.g. for Safeguarding, SEND, Prevent, Careers, and all link Trustee appointments will be reviewed annually.
- 46 Trustees shall ensure that the Accounting Officer (the Trust's Chief Executive Officer) and the Director of Finance implement the Board's decisions and manage the Trust's affairs within the budgets approved by the Board and within an effective controls framework.
- 47 Trustees shall ensure that the Trust's Chief Executive Officer implements an effective Risk Management Framework with provision of suitable Board Assurance.
- 48 Trustees are to complete, on request, a skills audit form from which the Governance Professional will produce a matrix of collated skills and experience to assist in the recruitment of Trustees and Local Governors.

## **5 APPOINTMENT OF TRUSTEES**

- 51 Trustees are appointed in accordance with the Articles of Association [45 to 64].
- 52 The Trust Board can set the number of Trustees which must not be less than three but (unless otherwise determined by ordinary resolution) is not subject to any maximum [Article 45].
- 53 Pending any change, the Trust Board will comprise:
- a) Up to 8 Trustees appointed by the Members by ordinary resolution [Article 50];
  - b) The Chief Executive Officer (Article 57); and
  - c) And up 3 co-opted Trustees appointed by the Trust Board (Article 58).
- 54 The total number of Trustees, including the Chief Executive Officer, who are employees of the Trust shall not exceed one third of the total number of Trustees [Article 50B].

- 55 The Trustees can vote to co-opt additional Trustees but:
- a) A Co-opted Trustee cannot vote on the co-option [Article 58].
  - b) An employee of the Trust cannot be co-opted if the number of employees on the Board would then exceed one third of the total [Article 58].
- 56 Trustees appoint the Chief Executive Officer, Executive Principal, and the Principal or Head of any academy [Article 107].
- 57 The Trustees will endeavour to ensure that there is an appropriate balance of skills and experience on the Trust Board, and that as far as possible it reflects diversity in gender, ethnicity and disability.

## **6 TRUSTEES' TERM OF OFFICE**

- 61 The term of office for any Trustee (except the Chief Executive Officer) is four years [Article 64].
- 62 Subject to remaining eligible, and to paragraph 6.3, any Trustees whose term of office is ending shall be eligible for re-appointment or re-election on the basis of merit, having regard to the need to achieve diversity and a balance of relevant skills and backgrounds on the Trust Board.
- 63 Except for the Chief Executive Officer, Trustees should not normally serve for more than eight years. In exceptional circumstances the Members may appoint a Trustee for a third term of office if there are special reasons. Such reasons should be recorded in a Board minute.
- 64 The Chief Executive Officer shall cease to be a Trustee upon ceasing to be employed by the Trust in that capacity.
- 65 Any circumstances resulting in disqualification of a Trustee will result in the office then becoming vacant.

## **7 FITNESS TO SERVE**

- 7.1 The Articles of Association provides guidance on the suspension, resignation, removal, termination and disqualification of Members and Trustees (Articles 65 - 80).
- 72 Any question as to whether or not a Trustee or Member may be unable or unfit to discharge their functions of the Trust must be referred to the Chair or Vice-Chair and Governance Professional who shall take action in accordance with the Articles of Association.

## **8 CHIEF OFFICER AND PRINCIPAL**

- 8.1 The Trustees appoint the Trust's Chief Executive Officer and Executive Principal (if any) and also the Principal or Head of each academy within the Trust. They will

have duties delegated to them by the Trustees via a Scheme of Delegation.

82 The Chief Executive Officer must be appointed its accounting officer and must have appropriate oversight of financial transactions.

83 The Trust Board must appoint a Chief Financial Officer (CFO), who is the Trust's finance director.

## **9 GOVERNANCE PROFESSIONAL(GOVERNANCE PROFESSIONAL)**

9.1 The Governance Professional is appointed by the Trustees for such term, remuneration and conditions as they may think fit and he or she may also be removed by the Trustees [Article 81].

9.2 The Governance Professional must not be a Member, Trustee, Local Governor, Chief Executive Officer or Principal of the Trust or of any academy within the Trust.

9.3 Should the Governance Professional fail to attend a meeting without prior notice, the Trustees may appoint any one of them, or any other person, to act as Governance Professional for the purposes of that meeting.

9.4 In the absence of the Governance Professional due to illness or other urgent cause, the Trust Chair will make arrangements, if possible after discussion with the Governance Professional, for some other person to take the minutes or carry out the role on a temporary basis.

9.5 When the Governance Professional is required to withdraw from a meeting the Trust Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.

9.6 The Governance Professional is responsible to the Trust and managed by the Trust Chair.

## **10 ELECTION OF CHAIR AND VICE-CHAIR**

10.1 The Trustees shall each academic year elect a Chair and Vice-Chair of the Trust Board from among their number (other than the Chief Executive Officer, the Executive Principal or other employee of the Trust) to hold office from the first day of that year or (if later) the date of their election until their successor has taken office [Article 82].

10.2 The Chair or Vice-Chair may resign at any time by giving notice to the Governance Professional or may otherwise cease to hold office [Article 84]. In that event the Trustees shall at their next meeting elect a replacement.

10.3 In order to encourage succession planning, in advance of the last meeting of each academic year, the Governance Professional shall write to Trustees inviting expressions of interest or nominations for the posts of Chair and Vice-Chair for the following academic year. Prospective Chairs and Vice-Chairs should be given the

- opportunity to chair a Committee of the Trust, if they do not already do so, so that they can gain experience in chairing meetings.
- 104 The policy on succession planning is at Appendix 3.
- 105 If there is more than one candidate for either appointment the Governance Professional will arrange a secret ballot for the Trustees (other than the candidates) to elect a candidate. Candidates will be asked to leave the room whilst the ballot takes place, and the Governance Professional tallies the votes. If there is a tie, voting will continue until a majority is achieved.
- 106 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of Chair, the Vice-Chair shall act as the Chair for the purposes of that meeting. If both the Chair and Vice-Chair are absent from any Trust Board meeting, the Trustees present shall choose someone from among themselves to act as Chair for that meeting, provided that the member chosen shall not be the Chief Executive Officer, the Executive Principal, or an employee of the Trust.
- 107 If no expressions of interest are received and no one is willing to put themselves forward Trustees will need to decide if it would be necessary to consider recruiting an external Chair, together with the process for any such recruitment. Any such appointment would be subject to approval by the Trust Board.
- 108 The Trustees may remove the Chair or Vice-Chair [Articles 90-92].
- 109 The Chair and Vice-Chair role descriptions are contained in Appendix 2.

## **11 COMMITTEES AND DELEGATION**

- 11.1 Subject to the Articles of Association [Articles 100 - 101] the Trustees:
- a) shall for each academy appoint a Local Governing Body (LGB)
  - b) shall appoint a Finance and Resources Committee
  - c) shall appoint an Audit and Risk Committee
  - d) may establish any other Committee.
- 112 The Terms of Reference, covering the constitution, membership and meeting formalities of each Committee, are determined by the Trustees and reviewed by them at least once every twelve months [Article 101]. They are maintained and monitored by the Governance Professional and are available in the 'Publications' section on the Trust's website.
- 113 Trustees should be mindful of the requirements of the Academies Financial Handbook when establishing Committees.
- 114 The Trust Board shall appoint a Chair and, if appropriate, Vice-Chair for each Committee in accordance with its Terms of Reference. In the case of the Trust



Board and a Committee, if the Chair should be absent for any reason then the Vice Chair shall exercise all the powers and fulfil all the duties of the Chair.

- 115 The Trustees can co-opt external individuals to a Committee in order to strengthen the breadth of experience and skills on the Committee through the contribution of professional, specialist and general management skills, and providing an impartial and independent view. A co-opted Committee member's term of office will be stated in the appointment but shall be no longer than four years. Co-opted Committee members are eligible for re-appointment.
- 116 Committees and working groups should meet as specified in their Terms of Reference, and such other times as required by the Trust Board and convened by the Governance Professional.
- 117 Except in the case of an LGB, no vote may be taken at a Committee meeting unless the majority Committee members present are Trustees [Article 101].
- 118 The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, Committee, the Chief Executive Officer, the Executive Principal or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered at any time [Article 105].
- 119 Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Trust or its Committees. These are expected to be short-lived and upon completion of its task, the working group shall be disbanded.
- 11.10 All Committees and their members shall comply with their Terms of Reference. If a Committee is doubtful over the precise scope of its remit or authority it should consult with the Governance Professional in the first instance.
- 11.11 All Members and Trustees are entitled to attend Committee meetings as observers but may not vote and shall only participate in discussion if invited to do so by the Chair of the Committee.
- 11.12 Vacancies on a Committee occurring during a year shall be referred to the trust Board.

## **12 GENERAL MEETINGS**

- 121 An Annual General Meeting (AGM) of the Trust must be held in each academic year, and not more than 15 months must elapse between one AGM and the next, at a place and time set by the Trust Board [Article 19].
- 122 Other General Meetings may be called by the Trustees and they must do so if the Members requisition a meeting [Article 20].
- 123 At least 14 clear days' notice of general meetings must be given to all Members,

and also to the Trustees and auditor [Article 21].

- 124 The quorum for a general meeting is two Members present either in person or by proxy [Article 23] and if there is no quorum within half an hour from the appointed time then the meeting shall stand adjourned to such time and place as the Trustees may determine.
- 125 Trustees are entitled to attend and speak at general meetings but may not vote and other procedural provisions will be found in the Articles of Association [23 to 44].
- 126 Members may vote by proxy [Articles 40 to 43].
- 127 Members' resolutions may be agreed in writing as if passed at a general meeting [Article 35].

### **13 TRUST BOARD MEETINGS**

- 131 Meetings of the Trust Board must comply with the Articles [Articles 108 – 126].
- 132 Any three Trustees can, by notice in writing to the Governance Professional, requisition a meeting of the Trustees; and the Governance Professional must convene such a meeting as soon as is reasonably practicable [Article 110].
- 133 The Trust Board must hold at least three meetings in every academic year [Article 109].
- 134 A schedule of meetings and calendar of business shall be produced by the Governance Professional.
- 135 Trust Board meetings shall be convened by the Governance Professional [Article 109] who shall, at least seven clear days before the meeting, send to Trustees notice in writing of the meeting, which may or may not be signed [electronically] by the Governance Professional, with a copy of the agenda. If there are matters demanding urgent consideration the Chair (or in their absence the Vice-Chair) may direct that the notice and agenda be sent within a shorter period [Article 111].
- 136 The quorum for a Trust Board meeting is any three Trustees or, where greater, any one-third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting [Article 117] except that the quorum for the purposes of the following shall be any two-thirds (rounded up to a whole number) of the Trustees entitled to vote on these matters [Article 119]:
- a) Voting on the removal of a Trustee [Article 66]; and
  - b) Voting on the removal of the Chair of the Trust Board [Article 90].
- 137 The Trustees may meet in more than one room, provided that by use of visual or teleconferencing facilities it is possible for each individual to visually communicate with the others. Such Trustees will count towards the quoracy of the meeting.



- 138 The quorum rules apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of Trustees leaving the meeting. The Governance Professional shall keep a note of attendance, including any changes when individuals arrive late, leave early or declare an interest. If a meeting becomes inquorate the Governance Professional shall immediately inform the Chair.
- 139 A meeting of the Trustees shall be terminated by the Chair if the Trustees so resolve or if the meeting ceases to be quorate. However, discussions may continue on an informal basis. Where a meeting is not held or is terminated before all the items of business on the agenda have been disposed, the Governance Professional will convene a further meeting within seven days [Article 115].

#### **14 SPECIAL MEETINGS OF TRUSTEES**

- 14.1 A special meeting of the Trust Board may be called at any time:

- a) by the Chair;
- b) at the request of any three Trustees [Article 110];

If the Chair or, in the Chair's absence, the Vice-Chair decides that there are matters requiring urgent consideration, less than seven clear days' notice convening the special meeting may be given.

- 142 Notice of a special meeting is to be sent to each Trustee by post and/or email to the address(es) provided by them from time to time to the Governance Professional.

- 143 Additional notification of the special meeting may be sent to Trustees via text or WhatsApp or, if Trustees have agreed to set up a WhatsApp group for the Trust, then to that WhatsApp group.

- 144 No business shall be transacted at any meeting unless a quorum is present.

#### **15 MEETING BY VISUAL AND TELECONFERENCE**

- 15.1 A Trustee or Committee member may participate in Trust Board or Committee meetings by telephone or video conference [Article 126] subject to:

- a) the Trust having access to the appropriate equipment;
- b) the individual having notified the Governance Professional of their wish to do so at least five days previously;
- c) the individual having provided the Governance Professional with the required information at least 48 hours before the meeting.

- 152 If the Chair of the Trust Board shall determine that a face-to-face meeting of the

Trust Board or a Committee would put one or more of the Trustees or Committee members at risk, whether for some public health or other exceptional reason, or that so meeting would be contrary to the direction or advice of any relevant Government or public authority, then:

- a) If the Trust has access to the appropriate equipment, and the Governance Professional has sufficient time to make the arrangements, he/she shall notify attendees of the procedural requirements for them to attend remotely; and
- b) Those wishing to attend the meeting remotely shall at least 48 hours beforehand provide the Governance Professional with any required details of their remote contact facility and other required information;

then those individuals who have given the Governance Professional notice of their intention to do so and provided the Governance Professional with the required information at least 48 hours before the meeting may attend the meeting by video conference.

- 153 Any visual or teleconferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.
- 154 If after all reasonable efforts it does not prove possible for an individual to participate by telephone or video conference the meeting may still proceed with its business if it is otherwise quorate [Article 126b] failing which the meeting is to be adjourned.

## **16 ATTENDANCE AT MEETINGS**

- 16.1 Members, Trustees and Local Governors are appointed to serve the Trust in the expectation that they will make time in their schedule to attend and fully participate in the work of the Trust. Trustees and Local Governors are expected to attend in each academic year at least 80% of the Trust Board/LGB meetings and meetings of those Committees or working groups of which they are members.
- 162 Any Trustee who is unable to attend a meeting shall advise the Governance Professional as soon as possible before the meeting in order to enable the Governance Professional to:
  - a) give apologies at the meeting and record these in the minutes; and
  - b) ascertain whether or not the meeting will be quorate.
- 16.3 In advance of a meeting Trustees are encouraged to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into discussion.

- 164 The Governance Professional shall keep a record of attendance at meetings by Members, Trustees and Local Governors, which shall be reported annually to the Trust Board and published in the 'Publications' section on the Trust's website.
- 165 If a Trustee's attendance falls below the level set by the Trust Board, he/she may be removed.

## **17 AGENDAS**

- 17.1 The agenda for each meeting of the Board of Trustees, and its Committees or working groups, shall be prepared by the Governance Professional after consultation with the Chair of the meeting and the Chief Executive Officer.
- 172 Any Member may request that an item be placed on the agenda provided that written notice of the item is received by the Governance Professional at least ten days before the meeting. The Governance Professional shall notify the Chair of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to inclusion of any item on the agenda.

## **18 DECLARATIONS OF INTEREST**

- 18.1 Notwithstanding that all Members, Trustees and Local Governors will have completed an annual review of declaration of interests, there will be a standing item on each meeting agenda inviting any fresh declarations to be made. The Trust's Code of Conduct contains guidance on conflicts of interests. An individual who has declared an interest in an item shall refrain both from taking part in the debate and from voting on that item. The meeting Chair may also ask that individual to withdraw from the meeting during discussion of that item.
- 182 The Governance Professional will maintain a Register of Interests disclosed by Members, Trustees and Local Governors which will be published in the 'Publications' section on the Trust's website [Sections 5.44 to 5.47, Academies Financial Handbook 2020].

## **19 CONFIDENTIAL ITEMS**

- 19.1 The following will be regarded as confidential items and thus will not be published or available for inspection on the Trust's website, and anyone who is not a Trustee entitled to vote will be required to withdraw for such items:
- a) Personal information or any material relating to current or prospective staff, students or members of the Trust or the Governance Professional.
  - b) Sensitive commercial or business information which would be disadvantageous to the Trust to release.
  - c) Information relating to negotiation on employment relations matters.

- d) Legal advice on sensitive or confidential matters.
  - e) Any other information which, by reason of its nature, the Board of Trustees is satisfied should be dealt with on a confidential basis.
- 192 Decisions on confidentiality will initially be made by the Chair of the meeting on the advice of the Governance Professional. If questioned by those entitled to attend the meeting, the final decision will be made by the Trustees.
- 193 Documents and minutes on confidential items shall be retained by the Governance Professional and shall not be available for public access.
- 194 The Chairs of the Trust Board and each Committee or working group shall undertake an annual review of all documents and minutes identified as confidential and shall decide whether to release such documents for public access.

## **20 CONDUCT OF MEETINGS**

- 201 Subject to exceptions in the Articles, every question to be decided at a meeting of the Trust Board or its Committees or working groups shall be determined by a majority of the votes of those present and entitled to vote [Article 120].
- 202 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote count will be taken only if there was a clear expression of dissent or at the Chair's request.
- 203 Where there is an equal division of votes at a Trust Board meeting the Chair shall have a second or casting vote [Article 121].
- 204 A Trustee or Committee member may not send an alternate to attend a meeting on their behalf and neither may they vote by proxy or postal vote. Proxy votes are only permitted for Members voting at the AGM.
- 205 Every Member and Trustee shall act in the best interests of the Trust at all times and shall not be bound to speak or vote by mandates given by any other body or person.
- 206 All Trustees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously, failing which they may be removed as Trustee.
- 207 The Chair of a meeting may vary the order of business so as to give precedence to any report or issue.

## **21 RECONSIDERATION OF RESOLUTIONS**

No Resolution of the Board (i.e. formal decision) 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 [Article 113].

## **22      WITHDRAWAL FROM MEETINGS**

221      The Chief Executive Officer and Executive Principal (if a Trustee) shall withdraw from that part of any meeting of the Trust Board, or any of its Committees, at which:

- a)      the Chief Executive Officer's or (as the case may be) the Executive Principal's employment, remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in that capacity are to be considered; or
- b)      the appointment of that individual's successor is to be considered.

222      The Chief Executive Officer and Executive Principal, if they are not a Trustee, or a co-opted Trustee, shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Trust Board and its Committees, except that the Chief Executive Officer and the Executive Principal shall withdraw in any case where the Chief Executive Officer and the Principal would be required to withdraw under paragraph 22.1.

223      The Governance Professional:

- a)      shall withdraw from that part of any meeting of the Board of Trustees, or any of its Committees, at which the Governance Professional's remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in the capacity of Governance Professional are to be considered; and
- b)      from that part of any meeting of the Board of Trustees, or any of its Committees, at which the appointment of that individual's successor is to be considered.

224      If the Governance Professional withdraws from a meeting, or part of a meeting Trustees shall appoint a person from among themselves (apart from the Chief Executive Officer or the Principal) to act as Governance Professional during this absence.

225      Those not entitled to vote at a meeting will be required to withdraw when the item under discussion is determined as confidential.

## **23      MINUTES**

231      The Governance Professional shall prepare accurate minutes of all meetings of the Board and its Committees, and arrange for their appropriate distribution.

232      Separate confidential minutes shall be taken of those parts of meetings:

- a)      from which any individual, including the Governance Professional, has



withdrawn; or

b) that are confidential, as directed by the Chair.

233 Approval of the minutes of previous meetings will be an item on the agenda of every meeting, such approval being recorded in the minutes of the meeting.

234 Approved minutes of meetings shall be retained by the Governance Professional.

235 No person who has withdrawn from a meeting shall be entitled to see the minutes of that meeting or any related papers.

236 Approved minutes, with the exception of confidential minutes, will be published in the 'Publications' section on the Trust's website.

## **24 ACCESS TO MEETINGS**

241 Members, Trustees and the Governance Professional are entitled to attend all meetings of the Trust Board and its Committees unless excluded pursuant any provision of the Articles or these standing orders.

242 The Chair of the Board and Committee Chairs may invite members of staff or other persons such as professional advisers to attend meetings of the Board and its Committees as necessary, but they will not have voting rights.

243 The Trustees shall decide by resolution whether members of the public and representatives of the press should be allowed to attend any meetings of the Trust Board but not meetings of its Committees.

## **25 INDUCTION, TRAINING AND DEVELOPMENT**

251 Members, Trustees and Local Governors are encouraged to ensure individually and collectively that they have or acquire sufficient understanding of the Trust and educational landscape to be fully engaged in affairs of the Board and its Committees.

252 The Governance Professional is responsible for arranging induction training for new Members, Trustees and Local Governors and shall direct them to the DfE's Governance Handbook, Academies Financial Handbook, Articles of Association, Standing Orders and Committees' Terms of Reference.

253 During the first year of appointment as a Trustee/Local Governor informal mentoring shall be offered to support them and enable them to become familiar with their role and responsibilities.

## **26 PERFORMANCE, EVALUATION AND SELF-ASSESSMENT**

261 The Trust Board shall annually review its effectiveness ensuring continuous improvement. This should reflect on the success of the Trust as a whole in meeting its strategic objectives and associated performance measures.

262 Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Trust Board by the Governance Professional.

## **27 SCHEME OF DELEGATION**

27.1 The Trustees may delegate any of their powers or functions to any Trustee, Committee, the Chief Executive Officer or any other holder of an executive office. Any such delegation should be made in writing through an agreed Scheme of Delegation.

27.2 The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and any Principal or Head Teacher for the internal organisation, management and control of the academy in the Trust. Any such delegation should be made in writing through an agreed Scheme of Delegation.

27.3 Any Scheme of Delegation is subject to on-going review with any amendments to be approved by the Trust Board.

## **28 PUBLISHING REQUIREMENTS**

In the interests of transparency, the Trust must publish on its website up-to-date details of its governance arrangements in a readily accessible format. Reference should be made to the Academies Financial Handbook, Governance Handbook and Funding Agreement and any other information so required by publishing requirements.

## **29 URGENT MATTERS AND CHAIR'S ACTIONS**

29.1 Subject to the provisions of the Articles of Association [Article 105] and any other applicable requirements, the Trustees delegate to and authorise the Chair and, in the Chair's absence, the Vice-Chair to act on behalf of the Trustees:

- a) in routine matters falling within the scope of the Trustees' powers and in accordance with the Board's resolutions and policies current from time to time; and
- b) in urgent matters where the delay in convening a meeting would be detrimental to the efficient discharge of the Board's business, or would not be in the interest of the Trust, having first consulted with the Vice Chair, the Chief Executive Officer or the Principal.

29.2 Having taken any action authorised by paragraph 29.1, the Chair or the Vice-Chair shall:

- a) inform the Governance Professional of the action taken so that a written record may be maintained; and

- b) report the action to Trustees at the next meeting of the Trust Board or, if the action is authorised by paragraph b) and if appropriate, at a special meeting of the Trustees convened by the Governance Professional at the earliest opportunity.

### **30 COMPLAINTS**

A complaint against the Trust, or a Members, Trustee or Local Governor shall be addressed to the Governance Professional who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Governance Professional to the Trust shall be forwarded to the Chair of the Trust Board. A copy of the complaints procedure is at Appendix 4 to these Standing Orders.

### **31 THE TRUST ACTING WRONGFULLY**

- 31.1 If the Governance Professional has any concerns that the Trust may be acting beyond its powers or otherwise wrongfully, all reasonable endeavours shall be used to resolve them internally with the Chair and Vice-Chair of the Trust Board and the Chief Executive Officer and the nature of the Governance Professional's concerns and the solution reached are to be notified to all Trustees without delay.
- 31.2 If no solution can be reached, and the Governance Professional's view is that the original concerns remain a threat to the proper governance of the Trust, the Governance Professional has the right to seek advice from the Trust's legal advisors and funding bodies and shall inform all Trustees that this has been done.
- 31.3 All Trustees must be notified of the advice received from the Trust's legal advisors and the funding bodies and what action, if any, the funding bodies will be taking.

### **32 STATEMENTS MADE ON BEHALF OF THE BOARD**

Unless otherwise agreed by the Trustees in individual circumstances, statements on behalf of the Board will only be made by the following:

- a) The Chair
- b) Chief Executive Officer

### **33 EXPENSES**

- 33.1 Members, Trustees, and Local Governors, are not entitled to payment to attend meetings or for loss of earnings, but may claim:
  - a) travel expenses for attending Board and Committee meetings;
  - b) travel, subsistence and fees for agreed attendance at conferences or other

training events.

- 332 Claims should be submitted through the Governance Professional and must be authorised by the Chair of the Trust Board for Members and Trustees and the Chair of the LGB for Local Governors.

**34 ACCOUNTS AND RETURNS**

- 34.1 The Trustees shall ensure that the following are prepared in accordance with the Charity Commission's current Statement of Recommended Practice as if the Trust were a non-exempt charity and filed as appropriate with the Secretary of State, the Registrar of Companies and the Principal Regulator by 31 December each year:

- a) Accounts in accordance with Parts 15 and 16 of the Companies Act 2006, and [Article 129];
- b) the Annual Report [Article 130];
- c) The Annual Return, in accordance with Part 24 of the Companies Act 2006 [Article 131].

**35 PATRONS AND HONORARY OFFICERS**

The Trustees may from time to time appoint any person, whether or not a Member of the Academy Trust, to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office [Article 127].

**36 ACADEMIES FINANCIAL HANDBOOK**

Members and Trustees should familiarise themselves and comply with the 'must' requirements in the Academies Financial Handbook – Part 8 of the Handbook.

**37 AMENDMENTS TO STANDING ORDERS**

All amendments will require the approval of the Board of Trustees, unless they are covered directly or indirectly by statute in which case such changes will be acted upon without delay.

## **TRUSTEE ROLE DESCRIPTION AND PERSON SPECIFICATION**

### **TRUSTEES' RESPONSIBILITIES**

Trustees are subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State requires of them. Trustees must advance education, for the public benefit and to take ultimate responsibility for the Trust's resources; the employment of staff, land and building matters and academy finances and funds. Trustees are responsible for ensuring that the Trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the Academies Financial Handbook.

### **TRUSTEES' DUTIES**

As charity trustees, the Trustees must comply with the following duties:

- compliance – ensuring that RLA's resources are used for its charitable purpose and that it complies with the law and its Articles of Association.
- care – reasonable care should be taken in their work by ensuring that the Trust is managed efficiently and effectively. It also means considering the need for professional advice on matters where there may be material risk to the Trust.
- prudence – acting responsibly, making sure that the Trust's assets are protected and used for the benefit of the charity. Trustees must make sure that the academy trust is solvent and keeps appropriate financial records.

More information on the role of a charity trustee is available on the Charity Commission's website.

Academy trustees also have statutory duties as company directors under the Companies Act, which include the duties to:

- act within their powers
- promote the success of the Trust
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare any personal interest in proposed transactions or arrangements.

### **PERSON SPECIFICATION**

Trustees should be able to demonstrate:

- a) An interest in education and in providing learning and development opportunities.
- b) Commitment to raising standards and seeking the highest quality provision for learners.
- c) Commitment to the Trust and its Objects

- d) A willingness to devote the necessary time and effort to the business of the Trust.
- e) Strategic vision.
- f) An understanding of the role, in particular the distinction between governance and management.
- g) The ability and willingness to ask probing questions and to participate in robust debate.
- h) The ability to communicate effectively, to express ideas clearly and listen to others.
- i) The ability to work as a member of a team and to stand by the collective decisions of the Trust Board.
- j) The ability to act as a critical friend to the academies and to challenge and probe.
- k) A willingness to undertake appropriate training to develop an understanding of the academies, the Trust and the role of a trustee.
- l) Commitment to the principles of equality and diversity.
- m) An interest in voluntary service to the community.
- n) Adherence to the seven principles of public life laid down by the Nolan Committee, namely Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

**CHAIR AND VICE-CHAIR ROLE DESCRIPTIONS**

Title	Chair of the Trust Board
Main Purpose of the role	
<ul style="list-style-type: none"><li>• The Chair provides leadership and direction to the Trust Board and enables the Trustees to fulfil their responsibilities for the overall governance and strategic direction of the Trust.</li><li>• The Chair ensures that the Trust pursues its objects as defined in the Articles of Association, charity law, company law and other relevant legislation.</li><li>• The Chair works in partnership with the Chief Executive Officer, the Executive Principal and senior staff members and supports them to achieve the aims of the Trust and to optimise the relationship between the Trust Board and staff.</li><li>• The Chair facilitates the Trust Board in stimulating excellent, well- rounded and carefully considered strategic decision making.</li></ul>	
Key Tasks / responsibilities:	
<ul style="list-style-type: none"><li>• To provide leadership to the Trust Board and ensure that Trustees fulfil their functions for the proper governance of the Trust and to act in line with the requirements of the Articles of Association.</li><li>• To ensure the Board of Trustees sets a clear vision and strategy for the Trust which identifies strategic priorities and maintains strategic oversight of these priorities</li><li>• To ensure that the Trust Board and Executive Team have a shared sense of purpose.</li><li>• To ensure all Trustees concentrate on their strategic role, receive information fit for purpose and hold the key post holders to account.</li><li>• Ensure that the Board has a clear grasp of the Trust's financial position and to ensure financial transparency and strong risk management.</li><li>• Ensuring Trust accountability to external Government agencies such as the Department for Education and ensuring the Education &amp; Skills Funding Agency is informed if any irregularity is suspected.</li><li>• Promote the best interests and be an advocate for the Trust and where required, represent the Trust Board in its dealings with external partners.</li><li>• To ensure that complaints made to the Trust Board are dealt with in a timely and effective manner.</li><li>• To ensure the Board has the required skills to govern well, and that appointments made fill any identified skills gaps.</li><li>• With the Governance Professional and Chief Executive Officer, to plan for Board meetings, agree agendas ensuring that focus is on the Board's key responsibilities and</li></ul>	

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strategic priorities and approve draft minutes of these meetings.

- Liaise with the Chief Executive Officer, the Executive Principal and Governance Professional to promote and enhance good governance within the Trust.
- Chair meetings effectively and promote an open culture on the Trust Board that allows ideas and discussion to thrive whilst ensuring clear decisions are reached as quickly as possible.

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<u>Title</u>	Vice Chair of the Trust Board
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<u>Main Purpose of the role</u>
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The role of the Vice-Chair is to support the Chair by undertaking specific responsibilities as may be agreed with the Chair from time to time and to act in the Chair's absence.

The Vice-Chair shall establish and maintain a good working relationship with the Chair and ensure that sufficient knowledge is maintained so as to be able to deputise for the Chair when required.

The Vice-Chair is to be considered and developed as a possible future Chair.

Please refer to the Chair Job Description for outline of Key Tasks and responsibilities.

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**POLICY ON SUCCESSION PLANNING**

- 1 The Trust Board will review succession planning for positions of Chair and Vice-Chair of the Board of Trustees on an on-going basis.
- 2 The Chief Executive Officer and other employees of the Trust are not eligible to be appointed Chair or Vice-Chair.
- 3 When considering succession, priority must be given to the development of existing Trustees and of promotion from within existing membership. Where possible, the Vice-Chair is to be considered and developed as a possible future Chair.
- 4 An indication should be sought from existing Trustees if there is anyone prepared to put themselves forward for consideration as either the future Chair or Vice-Chair. This will be undertaken 6 months before the end of the Chair/Vice-Chair's term of office. To help inform Trustees reference should be made to the responsibilities and job descriptions for both Chair and Vice-Chair.
- 5 If there are Trustees who are prepared to undertake either of these roles, then arrangements should be made to enable them to shadow the existing Chair and Vice-Chair over a period of time.
- 6 In addition, a prospective Chair or Vice-Chair should be given the opportunity to chair a Committee of the Board of Trustees, if they do not already do so, so that they gain experience in chairing meetings.
- 7 If there are no Trustees willing to put themselves forward for Chair or Vice-Chair, and if the Board of Trustees feels there is need to attract a certain calibre of individual from outside its membership, then the option to search and advertise will need to be given consideration.
- 8 There should be an on-going review of planning for future membership of the Board of Trustees. The Governance Professional will monitor the terms of office of existing Trustees and alert the Board of Trustees of future vacancies that will occur in 12 months' time.

**COMPLAINTS AGAINST THE TRUST**

1. A complaint against the Trust, or a Member, Trustee, Local Governor or Governance Professional may be made by an individual, business or an organisation.
2. Complaints against the Trust, Member, Trustee, Local Governor should preferably be made in writing and addressed to:

The Governance Professional to the RLA Trust  
Reigate College  
Castlefield Road  
Reigate  
RH2 0SD

3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy sought.
4. The Governance Professional will:
  - acknowledge receipt of the complaint without delay
  - investigate the complaint or, if the complaint is against the Chair of the Trust Board, arrange for another Trustee to investigate the complaint
  - endeavour to provide a response to the complaint within ten working days failing which an interim response is to be given within that time.
5. The written response of the Governance Professional will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education and/or the funding bodies).
6. The Governance Professional will keep the Chair informed of the situation (unless the complaint is against the Chair) and will provide the Board of Trustees with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to Trustees within ten working days of the Governance Professional's response so that Trustees are aware of the situation.
7. When carrying out an investigation into a complaint against the Trust, Member, Trustee or Local Governor the Governance Professional (or the appointed Trustee in the case of a complaint against the Chair) will have the authority to refer issues to the Trust's auditors or other appropriate advisers.
8. A complaint against the Governance Professional shall be forwarded to the Chair for investigation and response. Letters for the attention of the Chair should be addressed to:

The Chair of the RLA Trust  
Reigate College  
Castlefield Road  
Reigate

RH2 OSD

The approach to be adopted by the Chair in investigating and responding to a complaint will be the same as that outlined above with regard to complaints against the Trust, Members, Trustees, and Local Governors.

Approved by the Trust Board [1 December 2021]



## **TERMS OF REFERENCE**

### **REIGATE COLLEGE LOCAL GOVERNING BODY (LGB)**

**(Approved: April 2019, Last Annual Review: May 2025)**

#### **1. Purpose of the Local Governing Body**

To assess and provide Reigate Learning Trust with an opinion on the adequacy and effectiveness of the College's:

- Teaching and Learning,
- Safeguarding and Wellbeing of Students
- Staffing and Staff Wellbeing
- Marketing and Development

##### **1.1 Teaching and Learning**

To consider the teaching capability and capacity and students' capacity and capability to learn and excel. To ensure that all students have equal access and opportunity to learn, thrive and excel. The Committee will review the Self Assessment Report prepared by Senior Management. Amendments to the SAR will be reviewed termly. The committee will report to the Trust Board on the adequacy of this document.

##### **1.2 Marketing and Development of the College**

To review the marketing plan to ensure that student numbers are sustainable and to review the strategy of the College. To review the Annual Development Plan; progress on the Development Plan will be reviewed termly. The committee will report to the Trust Board on the adequacy of these plans.

#### **2. Risks and Risk Management**

The Trust Board has approved as part of the Trust's Risk Management Policy a Board Assurance Framework that lists all the key operational areas and strands within the College indicating the management activity and oversight; the governance oversight; and the source of assurance.

The Local Governing Body, having reviewed the reports/agenda item and taken into consideration any management comments or actions, to agree on a level of assurance for each report/agenda item considered:

- Green = high assurance - no additional actions or monitoring are recommended at this point
- Amber = medium assurance – a further report is likely to be required at the next meeting
- Red = low assurance - additional actions are likely to be required and reported at the next meeting.

The outcomes of the board assurance assessments to be recorded in the minutes for the attention of the Audit & Risk Committee and Trust Board.

### **3. College Statutory Policies**

To annually review those College statutory policies that fall within the LGB's remit and to report the outcomes of the review to the Audit & Risk Committee (review to be only conducted by those Governors who are also Trustees).

### **4. Committee Reporting**

To advise the Trust Board on:

- the adequacy and effectiveness of the College's Teaching and Learning Systems with particular attention to the outcomes for students.
- the adequacy and effectiveness of relevant performance measures and indicators for Teaching and Learning.
- the adequacy and effectiveness of the College's Safeguarding and processes for ensuring the wellbeing of students.
- the adequacy of the College's staff planning, and Staff Welfare processes.
- the effectiveness and implementation of the College's Development Plan.
- the adequacy of risk management and of any significant risks.

### **4 Local Governing Body Terms of Reference**

- 4.1 These terms of reference are approved by the Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust's Articles of Association.
- 4.2 In the event that amendments are made, the Trust shall notify the Chair of the Local Governing Body, who shall make its Governors aware of such changes.

### **5 The Trust and Local Governing Body**

- 5.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- 5.2 The Trustees are the charity trustees (within the terms of section 97(1) of the Charities Act 1993) 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 Association of the Trust.
- 5.3 The Local Governing Body shall be a Committee of the Trust.

### **6 Local Governing Body - Governors**

- 6.1 Membership of the Local Governing Body shall be determined in accordance with the following provisions:
- 6.2 The total membership shall be not more than 12 and shall be comprised as follows:
  - The Chief Executive Officer
  - The Executive Principal

- 2 parent governors, elected by the parent body
- 2 staff governors, one support and one teaching, elected by staff
- 2 student governors, the current Presidents of the Student union will hold these posts.
- Up to 3 other Trustees (over and above the Chief Executive Officer and Executive Principal)
- 1 Co-opted Governor

## **7 Governors' Term of Office**

- 7.1 Except as mentioned in 7.2, a Governor's term of office shall be four years or such shorter period as was determined by the Trust at the time of appointment
- 7.2 The following exceptions apply:
- 7.2.1 The Chief Executive and Executive Principal shall hold and vacate office in accordance with their terms of appointment
  - 7.2.2 A Parent Governor's term of office shall be a maximum of 2 years and will cease at any time during their term of office when they no longer have any children/guardians attending the College
  - 7.2.3 A Student Governor's term of office shall be 1 year
  - 7.2.4 A Governor who is a Trustee shall cease to be a Governor if he/she ceases to be a Trustee
- 7.3 Subject to remaining eligible to be a Governor any Governor may be re-appointed for consecutive periods not exceeding 8 years in total but thereafter a Governor shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Trustees that he or she shall be eligible to serve for a further consecutive term.
- 7.4 Any Staff Governor, and any Student Governor, shall automatically cease to hold office if he/she ceases to be an employee or student at the Academy.

## **8 Resignation & Removal of Governors**

- 8.1 A Governor may at any time resign his/her office by giving notice in writing to the Governance Professional to the Local Governing Body.
- 8.2 The Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the Academy that falls under the jurisdiction of the Local Governing Body.
- 8.3 A Governor shall cease to hold office if a resolution calling for his/her removal is approved by the Trust Board.
- 8.4 A Governor shall cease to hold office if he/she is absent without the permission of the Governors from all their meetings held within any period of six months and the Governors resolve that this office be vacated.
- 8.5 A Governor shall cease to hold office if he/she would be disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

## **9 Persons ineligible to be Governors**

- 9.1 A person shall be disqualified from holding or continuing to hold office as a Governor:
- 9.1.1 If his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
  - 9.1.2 If he/she is the subject of a bankruptcy restrictions order or an interim order.
  - 9.1.3 If at any time when he/she is 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.
  - 9.1.4 If at any time he/she is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
  - 9.1.5 If he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
  - 9.1.6 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 178 of the Charities Act 2011.
  - 9.1.7 If he/she has not complied with the Trust's DBS policies. Governors are required to be familiar with the DBS policies and must act in compliance with them.

- 9.2 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 Governance Professional to the Local Governing Body.

## **10 Appointment of the Governance Professional to Governors**

- 10.1 The Governance Professional to the Local Governing Body shall be the Governance Professional to the Trust Board.

## **11 Appointment of Chair and Vice Chair of LGB**

- 11.1 The Chair and Vice-Chair of the Local Governing Body shall each be a Trustee appointed at the start of each academic year by the Trustees.

## **12 Responsibilities of Governors**

- 12.1 The role of Governors is to carry the Trust vision, policies and priorities forward, based on the specific qualities and community characteristics of the Academy. The Governors are expected to question and challenge Academy leadership and to hold them to account.

## **13 Meetings of the Local Governing Body**

- 13.1 The Local Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 13.2 All meetings shall be convened by the Governance Professional 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.
- 13.3 A special meeting of the Local Governing Body shall be called by the Governance Professional whenever requested by the Chair or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 13.4 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.
- 13.5 Meetings of the Local Governing Body for each term shall take place prior to Trustee meetings for that term.

#### **14 Quorum for Governors' Meetings**

- 14.1 Meetings of the Local Governing Body shall be quorate if three or one-third of Governors are present (whichever is greater), which must include at least one Trustee Governor.
- 14.2 If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting shall be adjourned. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 14.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall determine the time and date at which a further meeting shall be held and shall direct the Governance Professional to convene the meeting accordingly.

#### **15 Proceedings of Governors' Meetings**

- 15.1 Every question to be decided at a meeting of the Local Governing Body shall be determined by a simple 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.
- 15.2 A Governor may not vote by proxy.
- 15.3 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.
- 15.4 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.
- 15.5 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).

- 15.6 Any Governor shall be able to participate in meetings of the Governors by telephone or videoconference provided that he has given reasonable notice to the Governance Professional and that the Governors have access to the appropriate equipment.

## **16 Minutes and Publication**

- 16.1 At every meeting of the Local Governing Body the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.
- 16.2 The Governance Professional 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 Secretary.

## **17 Delegation of Functions and Committees**

- 17.1 Subject to these terms of reference the Local Governing Body may establish such committees as are necessary to carry out its responsibilities, as determined by the Local Governing Body or the Trust.
- 17.2 Subject to these terms of reference, the constitution, membership, Governance Professional, and proceedings of any committee shall be determined by the Local Governing Body. The establishment, terms of reference, constitution and membership of any committee of the Local Governing Body shall be reviewed at least once in every twelve months. The membership of any committee of the Local Governing Body may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. No vote on any matter shall be taken at a meeting of a committee of the Local Governing Body unless the majority of members of the committee present are Governors.
- 17.3 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 17.4 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.
- 17.5 Subject to these terms of reference the Chair of the Local Governing Body shall have delegated powers to act on behalf of the Local Governing Body in between meetings where urgent action is needed and there is insufficient time to convene a meeting. For this purpose "Urgent" means that delay might be seriously detrimental to the interests of the Academy or an individual connected with the Academy.

## **18 Conflicts of Interest**

- 18.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Trust's Articles of Association. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Governors.
- 18.2 All Governors shall complete a declaration of interests form on joining the Local Governing Body and at the start of each academic year.
- 18.3 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 and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A Governor must absent himself/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).

## **19 Rules and Byelaws**

- 19.1 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 Trustees.

## **20 Amendment of Terms of Reference**

- 20.1 This document shall be reviewed by the Trust at least once every twelve months.
- 20.2 Notwithstanding paragraph 21.1, this document may be modified or replaced by the Trustees.

## **21 Copies of Terms of Reference**

- 21.1 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.

## **22 Effective Date**

- 22.1 These Terms of Reference shall come into effect when approved by the Trust or where revised in accordance with paragraph 21.2, on a date specified by the Trustees.



## **AUDIT & RISK COMMITTEE TERMS OF REFERENCE**

**(Approved September 2017, Last Annual Review June 2025)**

**(Terms of Reference derive from the Audit Code of Practice issued by the Education & Skills Funding Agency)**

### **1 Purpose of the Audit & Risk Committee**

- 1.1 To assess and provide Reigate Learning Trust with an opinion on the adequacy and effectiveness of the Trusts:
  - Audit arrangements,
  - Systems of internal control
  - Risk management arrangements including Risk Register and Assurance
  - Framework of governance
  - Processes for the economic, effective, and efficient use of resources
  - Solvency
  - Procedures for the safeguarding of its assets
  - Compliance with GDPR
- 1.2 The Committee's role, in respect of solvency, will be to advise the Trust Board on its position as a going concern for the financial statements and to give an opinion on the budgetary and financial processes as part of its internal control opinion.

### **2. Effectiveness**

- 2.1. To advise the Trust Board on the adequacy and effectiveness of the Trust's whole system of internal control, including controls for securing economy, efficiency and effectiveness (value for money).
- 2.2. To monitor, annually or more frequently if necessary, the implementation of approved recommendations relating to both internal assignment audit reports and annual reports and external audit reports and management letters.
- 2.3. To monitor the effectiveness and competence of the internal and external audit services and ensure effective co-ordination between them.
- 2.4. To establish, in conjunction with Trust Management, relevant performance measures and indicators and to monitor the effectiveness of the internal audit service and external auditor through these measures and indicators, using these measures to determine whether re-tendering is appropriate.
- 2.5. To obtain external professional advice if it considers this necessary.
- 2.6. To investigate any activity within its terms of reference and to receive reports from management concerning any irregularity or fraud investigation. Ensuring that all allegations of fraud and irregularity are properly followed up.

- 2.7. To seek any information it requires from the internal auditors, the external auditors, governors, committees and Trust employees, plus relevant information from sub-contractors and other third parties.
- 2.8. To approve additional services to be undertaken by internal and external audit.

### **3. Risk Management (including Risk Register & Assurance)**

- 3.1. To advise the Trust Board on the adequacy and effectiveness of the arrangements for risk management, assurance, and its governance processes.
- 3.2. To have oversight of all areas of risk management and assurance within the Trust, and to ensure, through the external and internal audit functions that the adequacy and effectiveness of the Trust approach to risk management and assurance is robust and transparent.

### **4. Internal Audit**

- 4.1. To agree the appointment, re-appointment, dismissal and initial remuneration of the internal audit service and the scope and objectives of their work.
- 4.2. To establish that the internal audit service adheres to all relevant professional standards.
- 4.3. To approve the audit needs assessment, and strategic and annual audit plans for the internal audit service including the annual fee for this work.
- 4.4. To consider and advise the Trust Board on internal audit assignment reports, including the annual report and on control issues and to ensure these are responded to promptly where appropriate.
- 4.5. To reinforce with the internal auditors the independence of their function.

### **5. External Audit**

- 5.1. To advise Members on the appointment, re-appointment, dismissal and initial remuneration of external auditors and the scope and objectives of their work.
- 5.2. To recommend each year to Members the external auditors to be appointed for that financial year.
- 5.3. To establish that the external auditors adhere to all relevant professional standards.
- 5.4. To discuss with the financial and regularity auditor before the audits begin the nature and the scope of the audits. To approve the annual fee for the external auditor if the audit is not being tendered.
- 5.5. To consider and advise the Trust on external audit reports and management letters with special reference to control issues raised and to ensure these are responded to promptly where appropriate.
- 5.6. To reinforce with the external auditors the independence of their function.

### **6. General**

- 6.1. To determine or advise on such matters relating to audit as the Trust may wish to delegate.
- 6.2. To consider and recommend the financial statements to the Trust.
- 6.3. To monitor within agreed timescales the implementation of agreed audit recommendations from whatever source.
- 6.4. To carry out any special/specific projects which the Trust may wish to delegate to the

Committee.

- 6.5. The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, in order to fulfill its remit.
- 6.6. To review and advise the Trust on assurances received from management in respect of internal controls and value for money.
- 6.7. To inform the Trust of any additional services provided by the financial statements, regularity and other audit and internal auditors and explain how independence and objectivity were safeguarded.
- 6.8. To consider and advise the Trust on relevant reports by the NAO, the Council and other funding bodies, and where appropriate management's response to these.
- 6.9. To oversee the Trust's policies on fraud, bribery, irregularity and public interest disclosure, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity.
- 6.10. To ensure that where fraud is discovered, the internal and external auditors have been informed, and that appropriate follow-up action has been planned / actioned. The Committee must also ensure that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- 6.11. To receive Annual Report on GDPR, including compliance with the annual Action Plan and any data breaches that have occurred.
- 6.12. To annually review those College statutory policies that fall within the Committee's remit.
- 6.13. To provide an oversight of all the College Statutory policies and to receive confirmation from committees that annual reviews have been conducted.
- 6.14. To report to the Trust via the minutes.
- 6.15. To submit an annual written report to the Trust to include the Committee's opinion on the:
  - Audit arrangements,
  - Systems of internal control
  - Risk management arrangements including Risk Register and Assurance
  - Framework of governance
  - Processes for the economic, effective, and efficient use of resources
  - Solvency
  - Procedures for the safeguarding of its assets
  - Measures it has taken to ensure it has fulfilled its statutory and regulatory responsibilities
  - Compliance with GDPR
  - Review of its own effectiveness.
- 6.16. The annual report must be submitted to the Trust before the Statement of Corporate Governance and Internal Control in the accounts is signed.
- 6.17. A copy of the Committee's annual report must be submitted to the relevant funding body with the annual accounts.

## **7. Membership**

- 7.1. Two Trustees as a minimum (not including the Chair of the Trust or the Chief Financial Officer) with no more than three Trustees.
- 7.2. Membership of the Committee shall be agreed on an annual basis at the last meeting of the Trust Board each academic year.
- 7.3. The Committee may have co-optees as members. These will be appointed by the Trust.

- 7.4. The Committee should include individuals with an appropriate mix of skills to allow it to discharge its duties effectively.
- 7.5. Collectively, the members of the Committee must have recent, relevant experience in effective governance, risk management, finance, and audit and assurance.
- 7.6. The quorum shall be two members.

## **8. Attendance of Senior Managers and Others**

- 8.1. Senior managers can be invited to be in attendance, but are not members of the Committee.
- 8.2. Senior managers of the Trust may be invited to attend meetings as required to provide information and in accordance with the requirement for the Committee not to be subject to undue influence nor to have its objectivity compromised.
- 8.3. The Partners or other senior members of staff representing the internal audit provider and the financial statements and regularity auditor will normally be in attendance.
- 8.4. At least once a year the members will meet the internal auditor and the financial statements and regularity auditor privately in closed session.
- 8.5. The internal auditor and the financial statements and regularity auditor have a right of direct access to the Chair of the Audit Committee and also the right to ask the Chair to convene a meeting, if necessary, with or without other participants.

## **9. Meetings**

### **9.1 Preparation**

The Governance Professional to the Committee shall circulate to members the agenda and papers at least a week before each meeting.

### **9.2 Attendance**

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- (ii) Any Trustee may attend meetings of the Committee with the prior permission of the Committee's Chair.
- (iii) Only members of the Committee may vote at the meeting.
- (iv) Where necessary, the Chair may have a second or casting vote.
- (v) Members may participate in the meeting by telephone or video-conferencing, as permitted under Article 126.

### **9.3 Frequency of Meetings**

The Committee shall meet as often as is necessary to fulfill its responsibilities and at least once each term.

### **9.4 Decision Making**

- (i) Decisions and resolutions agreed by members to be recorded in the minutes of the meeting.

- (ii) Article 123 permits decisions to be taken by written resolutions (Article 126: *A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees*).

## **10 Appointment of Chair**

- 10.1 The Trust Board shall agree the Chair of the Committee on an annual basis.
- 10.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

## **11. Appointment of Governance Professional**

- 11.1 The Governance Professional to the Trust shall be the Governance Professional to the Committee.
- 11.2 In the absence of the Governance Professional, members will appoint a replacement for the meeting.

## **12 Reporting Procedures**

- 12.1 The Governance Professional to the Committee shall make available minutes of meetings of the Committee to all Trustees.
- 12.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust Board



## **FINANCE & RESOURCES COMMITTEE TERMS OF REFERENCE**

**(Approved: September 2017, Last Annual Review: June 2025)**

### **1 Purpose**

1.1 The purpose of the Committee is:

- (i) To take a strategic overview of finance and resources in the Trust.
- (ii) To ensure the solvency of the Trust

1.2 Major issues will be referred to the Trust Board for ratification.

### **2 Membership**

2.1 The Committee shall comprise of up to five members and not less than 3 members.

2.2 The membership of the Committee shall be agreed on an annual basis at the last meeting of the Trust Board in each Academic year.

2.3 The quorum shall be two members.

### **3 Appointment of Chair**

3.1 The Trust Board shall agree the Chair of the Committee on an annual basis.

3.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

### **4 Appointment of Governance Professional**

4.1 The Governance Professional to the Trust shall be the Clerk to the Committee.

4.2 In the absence of the Governance Professional, members will appoint a replacement for the meeting.

### **5 Meetings**

#### **5.1 Preparation**

The Governance Professional to the Committee shall circulate to members the agenda and papers



at least a week before each meeting.

## 5.2 Attendance

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- (ii) Any Trustee may attend meetings of the Committee with the prior permission of the Committee's Chair.
- (iii) Only members of the Committee may vote at the meeting.
- (iv) Where necessary, the Chair may have a second or casting vote.
- (v) Members may participate in the meeting by telephone or video-conferencing, as permitted under Article 126.

## 5.3 Frequency of Meetings

The Committee shall meet as often as is necessary to fulfill its responsibilities and at least once each term.

## 5.4 Decision Making

- (i) Decisions and resolutions agreed by members to be recorded in the minutes of the meeting.
- (ii) Article 123 permits decisions to be taken by written resolutions (Article 126: *A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees*).

## 6 **Authority**

- 6.1 The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Trustee/Governor, Committee of the Trust or employee of the Trust.
- 6.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.
- 6.3 In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Committee, the Chair of the Trust Board, in consultation with the CEO or Principal and Chair of the Committee, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Trust Board

## **7 Duties & Responsibilities**

- 7.1 The Committee shall be responsible for the matters set out in the Schedule (attached) and in the Scheme of Delegation.

## **8 Reporting Procedures**

- 8.1 The Committee shall make available minutes of meetings of the Committee to all Trustees.
- 8.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust Board.

## **Schedule**

### **Responsibilities of the Finance & Resources Committee**

#### **Funding**

- 1 To consider each of the Academies indicative funding, notified annually by the Department for Education (DfE) and to assess its implications for the relevant Academy
- 2 To consider and recommend acceptance or non-acceptance of the Academy budgets each financial year.

#### **Budgeting**

- 3 To contribute to the formulation of the Academy's strategic plans, through the consideration of financial priorities and proposals, in consultation with each Academy.
- 4 To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Schools' strategic plans.
- 5 To consider the spending plans of other committees and report back and advise the Trust Board.
- 6 To delegate the day-to-day management of the approved budget to the relevant the senior officer, within agreed authorisation limits.
- 7 To consider requests for supplementary expenditure and make appropriate recommendations to the Trust Board.
- 8 To review financial policy including consideration of long term planning and resourcing in accordance with each of the Academy development plans.

#### **Expenditure**

- 9 To monitor and review expenditure on a regular basis and ensure compliance with the agreed financial budget and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Trust Board.

### **Financial Procedures**

- 10 To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- 11 To review and recommend the financial statement to form part of the annual report of the Trust Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the Academies Financial Handbook)

### **Asset Management**

- 12 To receive reports on the management of assets including premises and their security.
- 13 To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy

### **Property Management**

- 14 To determine the use of the Academy's premises and grounds outside Academy sessions with regard to the lettings and charging policy.
- 15 To ensure that the Academy's premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.

### **Health & Safety**

16. To receive for initial review the annual Health & Safety report before the report is considered at the Trust Board, and for the Committee to also review annually the College's Health & Safety Policy.

### **College Statutory Policies**

17. To annually review those College statutory policies that fall within the Committee's remit and to report the outcomes of the review to the Audit & Risk Committee.

### **General**

18. Reviewing or investigating any other matters referred to the Committee by the TrustBoard.
19. Drawing any significant recommendations and matters of concern to the attention of the Trust Board.



## **REMUNERATION COMMITTEE TERMS OF REFERENCE**

**(Approved: September 2017, Last Review: June 2025)**

### **1 Purpose**

- 1.1 The Committee to determine on all aspects of remuneration for senior post holders. Any remuneration recommendations must
  - (a) be fair, appropriate, and a justifiable level of remuneration, and
  - (b) be subject to Trust Board approval.
- 1.2 Where Trustees are paid in their capacity as being a senior post holder, the remuneration must be fully compliant with the Articles of Association (Articles 6, 6.7 and 6.8).
- 1.3 Other than the CEO and Executive Principal, as senior post holders, the Trust policy is not to pay Trustees for discharging their Trustee duties.
- 1.4 The Committee to oversee a framework for the reimbursement of expenses incurred by Trustees in discharging their Trustee duties.
  - (a) Trustees are entitled to receive reimbursement for expenses incurred while undertaking Trust business;
  - (b) Expense rates paid to Trustees will be the same rates that apply to College staff;
  - (c) Expense claims can be made to cover the costs incurred for attending meetings such as childcare costs, travelling to meetings, conferences, and training events. Trustees are expected to claim for the cheapest method of travel; and
  - (d) Any request for reimbursement of expenses to be made in the first instance to the Governance Professional.

### **2 Membership**

- 2.1 The Committee shall comprise of up to three members and not less than two members.
- 2.2 The membership of the Committee shall be agreed on an annual basis at the last meeting of the Trust Board in each Academic year.
- 2.3 The quorum shall be two members.

### **3 Appointment of Chair**

- 3.1 The Trust Board shall agree the Chair of the Committee on an annual basis.
- 3.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

### **4 Appointment of Governance Professional**

- 4.1 The Governance Professional to the Trust shall be the Governance Professional to the Committee.
- 4.2 In the absence of the Governance Professional, members will appoint a replacement for the meeting.

## **5 Meetings**

### **5.1 Preparation**

The Governance Professional to the Committee shall circulate to members the agenda and papers at least a week before each meeting.

### **5.2 Attendance**

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- (ii) Any Trustee, other than Trustees who are senior post holders, may attend meetings of the Committee with the prior permission of the Committee's Chair.
- (iii) Only members of the Committee may vote at the meeting.
- (iv) Where necessary, the Chair may have a second or casting vote.
- (v) Members may participate in the meeting by telephone or video-conferencing, as permitted under Article 126.

### **5.3 Frequency of Meetings**

The Committee shall meet as often as is necessary to fulfill its responsibilities.

### **5.4 Decision Making**

- (i) Decisions and resolutions agreed by members to be recorded in the minutes of the meeting.
- (ii) Article 123 permits decisions to be taken by written resolutions (Article 126: *A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees*).

## **6 Reporting Procedures**

- 6.1 The Governance Professional to the Committee shall make available minutes of meetings of the Committee to all Trustees.
- 6.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust.



## **TRUSTEE ROLE DESCRIPTION AND PERSON SPECIFICATION**

### **BACKGROUND**

Reigate Learning Alliance (RLA) is a Multi-Academy Trust (MAT) founded in 2017. The establishment of RLA enabled Reigate College to continue its effective work with local schools in supporting them to raise standards and provide outstanding learning opportunities for students.

A MAT can comprise more than one education institution, or academy. However, Reigate College is currently the only academy within RLA.

### **TRUSTEES' RESPONSIBILITIES**

Trustees must advance education, for the public benefit and to take ultimate responsibility for the Trust's resources, the employment of staff, land and building matters and academy finances and funds. Trustees are responsible for ensuring that the Trust's funds are used only in accordance with the law, its Articles of Association, its funding agreement and the Academies Financial Handbook.

The Trust Board should have a strong focus on three core strategic functions:

- a) Ensuring clarity of vision, ethos and strategic direction;
- b) Holding the Executive to account for the educational performance of the Trust, and the performance management of staff; and
- c) Overseeing the financial performance of the Trust.

### **TRUSTEES' STATUTORY RESPONSIBILITIES & OBLIGATIONS**

Trustees have statutory duties both as **charity trustees** and **company directors**.

#### **Charity Trustees:**

Academy Trustees are Charity Trustees. As such, they must comply with the following duties under charity law:

- ensure the charity is carrying out its purposes for the public benefit;
- comply with the charity's governing document and the law;
- act in the charity's best interests;
- manage the charity's resources responsibly;
- act with reasonable care and skill;
- ensure the charity is accountable.

#### **Company Directors:**

Trustees must also comply with their statutory duties as company directors, which are set out in the *Companies Act 2006*, s170 - 177. In practical terms, all Trustees need to be familiar with RLA's Articles of Association as well as their statutory duties under the Companies Act, which comprise the duties to:

- act within their powers;
- promote the success of the company;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare any interest in proposed transactions or arrangements.

### **Obligations:**

As an organisation, the Trust has a range of **obligations** under current legislation and statutory guidance. Trusts obligations include such matters as safeguarding, health and safety and estates management. Ensuring strong governance in these areas will be a key priority for the board.

#### **Safeguarding**

Trust Boards have a duty to:

- safeguard and promote the welfare of children;
- have regard to any statutory guidance issued by the Secretary of State;
- ensure the suitability of staff, supply staff, volunteers, and contractors; and
- follow DfE's general advice 'Protecting children from radicalisation, the prevent duty'.

#### **Health & Safety**

The main legislation covering this area is the Health and Safety at Work etc. Act 1974 and its regulations. Under the Act the Trust, as an employer, is responsible for the health and safety of its staff, pupils, and any visitors.

#### **Estates Management:**

The Trust's estate is both an asset and a mechanism to deliver outcomes for students. The DfE expects academy trusts to manage their school estate strategically and maintain their estate in a safe working condition.

### **PERSON SPECIFICATION**

Trustees should be able to demonstrate:

- a) An interest in education and in providing learning and development opportunities.
- b) Commitment to raising standards and seeking the highest quality provision for learners.
- c) Commitment to the Trust and its Objects
- d) A willingness to devote the necessary time and effort to the business of the Trust.
- e) Strategic vision.
- f) An understanding of the role, in particular the distinction between governance and management.
- g) The ability and willingness to ask probing questions and to participate in robust debate.
- h) The ability to communicate effectively, to express ideas clearly and listen to others.



- i) The ability to work as a member of a team and to stand by the collective decisions of the board of trustees.
- j) The ability to act as a critical friend and to challenge and probe.
- k) A willingness to undertake appropriate training to develop an understanding of the schools, the trust and the role of a trustee.
- l) Commitment to the principles of equality and diversity.
- m) An interest in voluntary service to the community. (The role of a trustee is voluntary and unpaid, although external training and related travel will be paid for).
- n) Adherence to the seven principles of public life laid down by the Nolan Committee. These are Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

## **RESPONSIBILITIES**

Trustees hold responsibilities as follows:

- a) To pupils, parents and the wider school and local community.
- b) To the government, funding bodies and public for the use of public funds.
- c) To the Academies within the trust as their legal employer.

Specifically in relation to the following areas:

### **Governance**

- a) Review of their governance including consideration of composition of the Trust Board in terms of skills, effectiveness, leadership and impact;
- b) Election of the Chair and Vice Chair of Trustees and appointment of the Chairs of Committees;
- c) Appointment and removal of a Governance Professional;
- d) Annual Review of the Scheme of Delegation;
- e) Changes to the Trust Board structure;
- f) Approval of the Terms of reference of the Committees;
- g) Compliance with requirements as outlined by the DfE, ESFA and Ofsted;
- h) Monitoring of the Risk Register to ensure actions are taken where necessary;

### **Strategy**

To participate in the planning and setting of the Trust strategic direction to determine the following:

- a) The vision and ethos of the Trust;
- b) Clear and ambitious strategic priorities and targets;
- c) All students have access to a broad and balanced curriculum;
- d) The Trust's budget;
- e) Approving the Term dates for RLA academies and any changes to the school day;
- f) Trust property and estates related matters

### **Management Accountability**

To hold members of the Trusts Executive Team to account by:

- a) Monitoring the performance and compliance with Ofsted standards, through review of Key Performance indicators and reports received.

- b) Ensuring effective policies and procedures are in place for effective arrangements for Safeguarding and promoting the welfare of Students.
- c) Asking challenging questions and ensuring these questions are responded to.
- d) Receiving results of Audit activities and understanding any remedial actions required and ensuring implementation.

### **Finance**

Control and financial monitoring ensuring compliance with the Funding Agreement, Academy Handbook and Company and Charity regulations by:

- a) Ensuring good financial management and effective internal financial controls and management of risks;
- b) Regularly reviewing information on financial performance and ensuring any required plans are in place and implemented;
- c) Approving a balanced budget;
- d) Approving the annual report and accounts and ensuring they are audited by a statutory auditor and incorporate accounting policies approved by the Board of Trustees
- e) Ensuring the Trust is sufficiently insured including Trustees' indemnity insurance.

### **Ambassadorial Role:**

- a) Trustees represent the Board in an ambassadorial role by promoting the work of the Trust to the staff and student body, to the community the Trust serves, and with key partners such as the ESFA, DfE, and partner schools.

### **ELIGIBILITY**

- a) Trustees will be asked to confirm their eligibility for appointment as a trustee and review this eligibility annually. Trustees hold responsibility to disclose to the Governance Professional, any information that may lead to their disqualification.
- b) Appointments will be subject to enhanced Disclosure and Barring Service (DBS) certificates.

### **TIME COMMITMENT**

- a) To make all endeavours to attend all meetings of the Trust Board and any committees of which s/he is a member, and preparation time for such meetings.
- b) Available to attend appropriate induction and training and development events.
- c) A trustee's term of office is four years.

### **PRINCIPAL RELATIONSHIPS**

- a) Chair of the Trust Board
- b) Other trustees and Members of RLA
- c) Trust Committees
- d) Chief Executive Officer and Executive Principal
- e) Director of Finance
- f) Governance Professional to the trust



## **CODE OF CONDUCT**

In law the Academy is a corporate body (company), which means that there are a number of guiding principles which apply to the conduct of the Trustees and, by association, Governors.

This code applies to all levels of governance and sets out the expectations on and commitment required from members of the Local Governing Body and Trustees in order for the Governing Board to properly carry out its work.

The Trustees have the following core strategic functions: Establishing the strategic direction,

by:

- Setting the vision, values, and objectives for the Trust
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the Principal
- Monitoring progress towards targets
- Performance managing the Principal
- Engaging with stakeholders

Ensuring financial probity, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are managed

The purpose of the Local Governing Body:

The LGB together with the Trustees are all responsible for the conduct of the Academy and for promoting high standards. To assist continuity the chair of the LGB may also sit on the Board of Trustees. The governing body aims to ensure that students are attending a successful Academy, which provides them with an excellent education and supports their well-being.

The LGB ensures accountability by:

- Responding to Ofsted reports when necessary
- Holding the Head Teacher to account for the performance of the Academy
- Ensuring parents and students are involved, consulted and informed as appropriate
- Making available information to the community

As individuals on the board we agree to the following:

#### General

- We understand the purpose of the Local Governing Body Board
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of the governing board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board of Trustees or its delegated agents. This means that we will not speak against majority decisions outside the Board or Governing Body meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfill all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust.
- We will represent the Board in an ambassadorial role by promoting the work of the Trust to the staff and student body, to the community the Trust serves, and with key partners such as the ESFA, DfE, and partner schools.
- In making or responding to criticism or complaints affecting the Trust we will follow the procedures established by the Board of Trustees.
- We will actively support and challenge the Principal.
- We are aware of and accept the Nolan seven principles of public life.

#### The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

**Selflessness** - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** - Holders of public office should promote and support these principles by leadership and example.

### Commitment

- We acknowledge that accepting office as a Trustee or Local Governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board of Trustees or Governing Body, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We accept that in the interests of open government, our names, terms of office, roles on the governing body, category of governor, body responsible for appointing us and attendance at meetings will be published on the Trust/school's website and certain details provided to the Education Skills and Funding Agency (Edubase) on appointment to role.

### Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors, Trustees, Principal, staff and other stakeholders.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.

- We are prepared to answer queries from other Trustee/Governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Principal, staff and parents, the local authority and other relevant agencies and the community.

#### Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a Board of Trustee or Local Governing Body meeting.
- We will not reveal the details of any Board of Trustees or Local Governing Body vote.

#### Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Board of Trustees or Local Governing Body's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the College's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group, even if elected to the Board of Trustees or Local Governing Body.

#### Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the chair of the Board of Trustees and the chair will investigate; the Board of Trustees will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair of the Board of Trustees that we believe has breached this code, another Trustee, such as the vice chair will investigate.

# REIGATE LEARNING ALLIANCE

## REGISTER OF MEMBERS/TRUSTEE/LOCAL GOVERNING BODY GOVERNORS INTERESTS

I, ..... declare the following interests:

My Interests (**See notes on reverse before completion**)

My spouse/partner's interests

Interests of other close relatives

Name

Relationship to me

Interests

Signed.....

Date.....

## Notes on completion:

- 1 Senior staff, for the purposes of declaration of interest, are defined as:

Principal  
Director of Finance  
Any other member of staff designated by the Principal

- 2 Interests to be declared are any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect your judgement in relation to any aspect of the College's business. For guidance, you should consider declaring the following interests:

### ***Financial Interests***

- a) remunerated employment, office, profession or other activity
- b) directorship of a company
- c) shareholdings in a company
- d) partnership in a business or professional partnership
- e) consultancies (whether or not remunerated)
- f) trusteeship of a trust where you or your spouse or partner or a member of your family may be a beneficiary
- g) gifts or hospitality offered by outside bodies and arising from your position as a governor

### ***Personal Interests***

- a) membership of another public body including:
    - local authorities
    - health authorities
    - NHS trusts
    - school or college governing bodies
    - training and enterprise councils
  - b) unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust
  - c) membership of closed organisations
3. Other members of your family includes father, mother, brother, sister, child, stepchild or grandchild.
4. When completing the Register of Interests, governors should take into account the 7 principles of public life:



## **THE SEVEN PRINCIPLES OF PUBLIC LIFE**

### **SELFLESSNESS**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **INTEGRITY**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

### **OBJECTIVITY**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### **ACCOUNTABILITY**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **OPENNESS**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **HONESTY**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### **LEADERSHIP**

Holders of public office should promote and support these principles by leadership and example

**REIGATE LEARNING ALLIANCE  
TRUSTEE/MEMBER/LOCAL GOVERNING BODY  
ANNUAL DECLARATION OF ELIGIBILITY**

<b>Personal Details</b>
Name: _____
<b>Declaration</b>
<p><b>I declare that I am not disqualified from acting as a governor/charity trustee and that:</b></p> <ul style="list-style-type: none"><li>• I am 18 years or over at the date of appointment (<i>except for Student Governor</i>)</li><li>• I am capable of managing and administering my own affairs;</li><li>• I do not have any unspent convictions relating to any offence involving deception or dishonesty;</li><li>• I am not an undischarged bankrupt nor have I made a composition or arrangement with, or granted a trust deed for my creditors.</li><li>• I am not subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an Order made under section 429(b) of the Insolvency Act 1986.</li><li>• I have not been removed from the office of charity trustee or trustee for a charity by an Order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement nor am I subject to an Order under section 7 of the Law Reform (Miscellaneous provisions) (Scotland) Act 1990, preventing me from being considered in the management or control of any relevant organisation or body.</li><li>• I am not subject to a disqualification Order under the Criminal Justice and Court Services Act 2000 (<i>Working with Children</i>)</li><li>• I am not disqualified under the Protection of Vulnerable Adults List.</li></ul> <p><b>Signed</b> _____ <b>Date</b> _____</p>

**REIGATE LEARNING ALLIANCE  
TRUSTEE/MEMBERS SKILLS AUDIT**

Name \_\_\_\_\_

Can you please complete for all headings. It does not matter how many boxes you tick as it is expected that governors will have a breadth of skills and expertise. Please return your completed form to the Governance Professional

Skills Area	Professional expertise and skill		
	High	Moderate	None
Strategic Management			
Safeguarding			
Equality & Diversity			
Finance/Accounting			
Financially Qualified Yes/No			
Audit			
Legal			
Property/Premises Management			
Personnel			
Marketing			
Governance / Trusteeship			
Education Management			
Secondary Education			
Further Education			
Higher Education			
Large Organisation Management			
Information and Communications Technology			
Local Authorities			
Public Sector Organisations			
Local voluntary/community groups			
Local businesses/Employer links			
Teaching			
Quality Systems			
Risk Management / Health and Safety			
Student Matters			

**Ethnicity:**

Bangladeshi	black African	black Caribbean	black other	Chinese	Indian	other Asian	mixed	Pakistani	white	other (please specify)

**Age:**

16 - 21	22-30	31-40	41- 50	51 - 60	60+



## **Confidential Reporting Policy ("Whistleblowing")**

**Updated: June 2024**  
**Approval: July 2024**  
**Implementation: September 2024**  
**Review: May 2027**

## **1 Introduction**

- 1.1 Employees are often the first to realise that there may be something seriously wrong within the College. However, they may not express their concerns because they feel that speaking up would be disloyal to their colleagues or to the College. They may also fear harassment or victimisation. In these circumstances it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.
- 1.2 The College is committed to the highest possible standards of openness, integrity and accountability. In line with that commitment, it is important that employees have a safe and accessible procedure whereby serious concerns can be raised in a confidential manner. It is in the interests of all concerned that disclosures of wrongdoings or irregularity are dealt with properly, quickly and discreetly. The College expects employees, and others that it deals with, who have serious concerns about any aspect of the College's work to come forward and voice those concerns. It is recognised that most cases will have to proceed on a confidential basis.
- 1.3 This policy document makes it clear that employees can do so without fear of victimisation, subsequent discrimination or disadvantage. This Confidential Reporting Policy is intended to encourage and enable employees to raise serious concerns within the College rather than overlooking a problem or "blowing the whistle" externally, and thereby upholding the reputation of the College and maintaining public confidence.
- 1.4 The policy applies to all employees, people that are training with the College but not employed, self-employed workers and those contractors working for the College-on-College premises, for example, agency workers, builders. It also covers suppliers and those providing services under a contract with the College.
- 1.5 This policy does not form part of any personnel's contract of employment and the Reigate Learning Alliance reserves the right to change this policy at any time. All personnel are obliged to comply with this policy at all times.

## **2 Aims**

- 2.1 This policy aims to:
- Encourage employees to feel confident in raising serious concerns and to question and act upon concerns about practice
  - Provide avenues for employees to raise those concerns and receive feedback on any action taken
  - Ensure that employees receive a response to their concerns and that they are aware of how to pursue them if they are not satisfied

- Re-assure employees that they will be protected from possible reprisals or victimisation if they have a reasonable belief that they have made any disclosure in good faith

2.2 Employees should note that the Confidential Reporting Policy is not a mechanism for raising private grievances or grievances about their employment. The College's **Grievance Procedure for Staff** should be used for this purpose.

2.3 If employees bring information about a wrongdoing to the attention of their employer or a relevant organisation, they are protected against dismissal or victimisation in certain circumstances under the Public Interest Disclosure Act 1998, as amended in July 2013. The law that protects whistle-blowers is for the public interest - so people can speak out if they find malpractice in an organisation. Qualifying disclosures are disclosures of information where the worker reasonably believes (and it is in the public interest) that one or more of the following matters is either happening, has taken place, or is likely to happen in the future:

- A criminal offence
- The breach of a legal obligation
- A miscarriage of justice
- A danger to the health and safety of any individual
- Damage to the environment
- Deliberate attempt to conceal any of the above

2.4 The Confidential Reporting Policy is intended to cover major concerns that fall outside the scope of other procedures. Thus, any serious concerns that employees have about any aspects of service provision or the conduct of employees of the College, Trustees or others acting on behalf of the College can be reported under the Confidential Reporting Policy. This may be about include something that:

- Makes an employee feel uncomfortable in terms of known standards, their experience or the standards they believe the College subscribes to
- Is against the Trust/College's Articles & Instruments and Policies
- Falls below established standards of practice
- Amounts to improper conduct including knowledge of reasons why someone should not work with children, the unauthorised use of public funds, fraud & corruption, sexual, physical or psychological abuse of staff or students or any other unethical conduct

### **3 Safeguards**

#### **3.1 Harassment or Victimisation**

- 3.1.1 The College is committed to good practice and high standards and wants to be supportive of employees.
- 3.1.2 The College recognises that the decision to report a concern can be a difficult one to make. If what an employee is saying is true, they should have nothing to fear because they will be doing their duty to their employer and to the College as a whole.
- 3.1.3 The College will not tolerate any harassment or victimisation (including informal pressures) and will take appropriate action to protect an employee when they raise a concern. They will be eligible for protection if:
- They honestly think what they're reporting is true
  - They think they're telling the right person
  - They believe that their disclosure is in the public interest
- 3.1.4 Any investigation into allegations of potential malpractice will not influence or be influenced by any disciplinary or redundancy procedures that might already affect an employee.

#### **3.2 Confidentiality**

- 3.2.1 All concerns will be treated in confidence and every effort will be made not to reveal an employee's identity if they so wish. At the appropriate time, however, they may need to come forward as a witness.
- 3.2.2 Throughout and after the process, especially if the identity of the accuser is known to the accused, both identities must be kept confidential by all parties.

#### **3.3 Anonymous Allegations**

- 3.3.1 This policy encourages an employee to put their name to their allegation whenever possible.
- 3.3.2 Concerns expressed anonymously are much less powerful but will be considered at the discretion of the College.
- 3.3.3 In exercising this discretion, the factors to be taken into account would include:
- The seriousness of the issues raised



- The credibility of the concern
- The likelihood of confirming the allegation from attributable sources

### 3.4 **Untrue Allegations**

If an employee makes an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against the employee. If, however, they make an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against them.

## 4 **How to Raise a Concern**

4.1 An employee should raise the concern to the Principal, usually following an initial discussion with an appropriate Line Manager. This depends, however, on the seriousness and sensitivity of the issues involved and who is suspected of the malpractice. If their concern relates to the actions or conduct of the Principal or Chief Executive, they should report the matter to the Chair of the Trust. If an employee feels unable to use this policy, their disclosure should be made to a prescribed person, such as Ofsted or Ofqual, so that their employment rights are protected.

4.2 Concerns should ideally be submitted in writing using the following format:

- The background and history of the concern (giving relevant dates)
- The reason why they are particularly concerned about the situation

However, if for any reason, this presents a difficulty it is possible to make their complaint either in person, by telephone or ask a colleague to do it on their behalf.

4.3 The earlier a concern is expressed the easier it is to act.

4.4 Although an employee is not expected to prove beyond doubt the truth of an allegation, they will need to demonstrate to the person contacted that there are reasonable grounds for their concern.

4.5 Advice and guidance on how matters of concern may be pursued can be obtained from the Principal or Director of Personnel.

An employee may wish to consider discussing their concern with a trade union representative or workplace colleague first. They may find it easier to raise the matter if there are two (or more) employees who have had the same experience or concerns.

- 4.6 An employee may invite their trade union representative or a workplace colleague to be present during any meetings or interviews in connection with the concerns they have raised.

## **5 How the College will Respond**

- 5.1 The College will respond to an employee's concerns. Testing out an employee's concerns is not the same as either accepting or rejecting them.

- 5.2 Where appropriate, the matters raised may:

- Be investigated by management, internal audit or through the disciplinary process
- Be referred to the police
- Be referred to the external auditor
- Be referred to the Local Authority Designated Officer (LADO)
- Form the subject of an independent inquiry

- 5.3 To protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made by the appropriate member of the Senior Leadership Team to decide whether an investigation is appropriate and if so, what form it should take. The over-riding principle, which the College will have in mind, is the public interest. Concerns or allegations which fall within the scope of specific procedures (for example, safeguarding or discrimination issues) will normally be referred for consideration under those procedures.

- 5.4 Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be considered before any investigation is conducted.

- 5.5 Within ten working days of a concern being raised, the responsible person will:

- Acknowledge that the concern has been received
- Supply the employee with information on staff support mechanisms, and
- Tell the employee whether further investigations will take place and if not, why not

- 5.6 The amount of contact between the staff considering the issues and the employee will depend on the nature of the matters raised, the potential difficulties involved, and the clarity of the information provided. If necessary, the College will seek further information from the employee.
- 5.7 Where any meeting is arranged, off-site if the employee wishes, a trade union representative or a workplace colleague can accompany them.
- 5.8 The College will take steps to minimise any difficulties that the employee may experience as a result of raising a concern. For instance, if they are required to give evidence in criminal or disciplinary proceedings the College will arrange for them to receive advice about the procedure. The College accepts that an employee needs to be assured that the matter has been properly addressed.

## **6 Responsible Persons**

- 6.1 The Principal has overall responsibility for the maintenance and operation of this policy. The Principal maintains a record of concerns raised and the outcomes (but in a form that does not endanger your confidentiality) and will report as necessary to the Trust. The Chair of the Trust is responsible for the maintenance and operation of this policy where it applies to the actions or conduct of the Principal.

## **7 How the Matter can be Taken Further**

- 7.1 This policy is intended to provide an employee with an avenue within the College to raise concerns. The College hopes they will be satisfied with any action taken. If they are not, they may raise it, in confidence, with the Chair the Trust by contacting the Head of Governance. The Chair of the Trust will review the action taken by Senior Leadership Team in relation to the issue raised and decide whether any further action is required to address the matter. If the employee is still not satisfied, they may feel it is right to take the matter outside the College. The following are possible contact points:
- The external auditor
  - Your trade union
  - Your local Citizens Advice Bureau
  - Relevant professional bodies or regulatory organisations
  - A relevant voluntary organisation
  - The police
  - Ofsted
  - Ofqual

- 7.2 If the employee does take the matter outside the College, they should ensure that they do not disclose confidential information.
- 7.3 Matters of concern which come to the attention of the internal or external auditors must be referred to the Principal. If a matter of concern involves the Principal, this must be referred to the Chair of the Trust.



## **RECRUITMENT AND APPOINTMENT PROCESS FOR TRUSTEES & TRUSTEE INDUCTION**

1. Members of the Trust appoint Trustees of behalf of the Trust.
2. If the Members wish to take the initiative, they shall first ask the Trust Board to identify the skills currently required. Otherwise, the initiative to recruit Trustees to be led by the Trust Board.
3. The Trust Board to identify the skills set required using the Trust's skills matrix and/ or the Governor Board Effectiveness tool on GovernorHub.
4. Members to be informed when Trustees are seeking to recruit, making available to Members the current skills matrix, general role descriptor, with an indication of the recruitment steps the Trustees propose to take.
5. Interested individuals to receive an information sheet on the role and general role descriptor.
6. Interested candidates to be subject to an interview by an ad hoc committee of Trustees – membership of the ad hoc committee being the Chair, Vice Chair and CEO.
7. Appointment recommendations from the ad hoc committee to be put to Members for their approval. Copies of the profile and/or CV of all candidates to be made available to Members.
8. Once appointed a Trustee will receive induction training within 6 weeks of their appointment date from the Governance Professional. The induction to cover roles and responsibilities, legal responsibilities and obligations expected of trustees.



## **INFORMATION SHEET ON THE ROLE OF A TRUSTEE**

### **REIGATE LEARNING ALLIANCE**

Reigate Learning Alliance (RLA) is a Multi-Academy Trust (MAT) founded in 2017. The establishment of RLA enabled Reigate College to continue its effective work with local schools in supporting them to raise standards and provide outstanding learning opportunities for students.

A MAT can comprise more than one education institution, or academy. However, Reigate College is currently the only academy within RLA.

The Trustees of RLA are both charity trustees (within Charities Act 1993) and company directors (under the Companies Acts) responsible for the general control and management of the administration of the Trust in accordance with the provisions in its Articles of Association.

The performance of the Trust is overseen by its Trust Board which includes up to 11 appointed Trustees.

### **TRUST BOARD AND TRUSTEES**

The Trust Board must have a strong focus on three core strategic functions:

- a) Ensuring clarity of vision, ethos and strategic direction;
- b) Holding the Executive to account for the educational performance of RLA's academies and the performance management of staff; and
- c) Overseeing the financial performance of the Trust and assuring value for money.

Various committees support the work of the Trust – the principal ones being the Finance & Resources Committee, the Audit & Risk Committee and the Local Governing Body for Reigate College. Trustees are expected to be a member of at least one committee.

The role of a Trustee is voluntary but involves a commitment to attend four Trust Board meetings a year plus an involvement in a Committee which generally meet once each term. Trustee meetings are normally held at Reigate College on a Tuesday, commencing at 17.30. The exception to this is the Local Governing Body for Reigate College that meets at 16.30.

Time also needs to be given to reading papers circulated for meetings. Induction is provided to all new Trustees and regular on-going training is made available. Trustees serve a term of office of 4 years and are allowed to serve two terms of office.

Trustees work positively with one another, debate the issues whilst maintaining a constructive atmosphere listening actively to a range of viewpoints. Trustees are seen as 'critical friends'

of the College's senior management team. New Trustees do not need to have been involved in education previously; the Trust Board benefits from the skills and experience of individuals from a wide range of professions and businesses.

The Trust is committed to equality and diversity and particularly welcome expressions of interest from those who would add to the diversity of the Board

If you are interested in the role, please email your CV, and a covering letter outlining your interest, to the independent Governance Professional to the RLA, Ms Claire Tait, [claire.tait@reigate.ac.uk](mailto:claire.tait@reigate.ac.uk)



**GOVERNANCE REVIEW  
SELF-ASSESSMENT PROCESS  
(APPROVED JULY 2022, UPDATED  
September 2025)**



## **1 Introduction to the review and annual assessment of governance**

1.1 A key Government priority is the strengthening of accountability and assurance at a governance level.

1.2 There is now an explicit requirement as a condition of funding for Boards to conduct an annual self-assessment and undertake an external review of governance (ERG) every three years.

1.3 There is no prescribed model to follow for annual self-assessment and Boards can adopt a model that best suits their requirements. The method of self-assessment is the decision of the Trust Board and may vary from year to year according to its identified needs and priorities, but in assessing its performance it will assure itself that:

- The Trust Board is able to make timely strategic decisions
- The Trust Board is able to monitor and hold senior management to account for the achievement of corporate objectives
- College controls and financial management are robust
- Risk is proactively managed within the college
- There is an appropriate skills mix in Trust membership
- Succession planning is in place, for both governors and senior staff

1.4 For the external review, the review will examine the effectiveness of the Trust Board based on the following six features of effective governance, these being:

- strategic leadership
- accountability
- people
- structures
- compliance
- evaluation

1.5 An ERG will have to be conducted by an experienced governance expert who is external to, and independent of, the Trust Board and the Executive. Further guidance will be issued by the Department of Education on the selection criteria to follow for the appointment of the external reviewer. An external reviewer will need some familiarity with charity law and associated governance principles and would need to have the competence to cover all aspects of a governance code, such as equality and diversity, stakeholder management and understanding the student voice.

1.6 Ultimately an ERG should enable the Trust Board to provide reassurance to stakeholders and others that it takes its responsibilities seriously and is endeavouring to carry them out effectively. Providing this assurance to Members is essential for the Members to carry out their role. A review provides the Trust Board with

- An independent, objective view of its strengths and areas for improvement
- clear recommendations for future improvement
- an opportunity for the Board to review the strategic direction of the organisation and to evaluate the effectiveness of its processes and systems

1.7 In conclusion, the proposed framework for the review of governance will ensure the Trust, on an annual basis, reviews and assesses its own collective and individual

performance and commissions every three years an external review of governance.

1.8 The following cycle for reviews is proposed, with the cycle repeated every three years.

Academic year 2025/26:	Annual Review of Governance undertaken in Autumn 2025
Academic year 2026/27:	External Review of Governance undertaken in Autumn 2026
Academic year 2027/28:	Annual Review of Governance undertaken in Autumn 2027

NB – Due to a new Governance Professional the review in 2024/25 took place in July 2025. For 2025/26 there is a separate Governance Review Action Plan (appendix 1) to avoid repeating tasks too soon.

## **2 Structure & Timeline of Annual Self-Assessment of Governance**

2.1 The Trust Board will undertake an annual governance self-assessment for the preceding academic year, with the final self-assessment report published in the autumn term covering the proceeding academic year - following the same timescale for the College's self-assessment process.

2.2 The following framework is proposed for the annual review of governance:

- (i) Review of current performance against a number of governance KPIs
- (ii) Skills analysis audit conducted on current governors
- (iii) Chair/Governance Professional to hold one-to-one review meetings with each Trustee
- (iv) Each Trustee to be asked to review the Chair's performance through completing a questionnaire
- (v) Executive to be invited to comment on the impact of the Board and trustees.
- (vi) Succession planning
- (vii) Governance Professional to identify any required actions to further improve governance arrangements.

2.3 The review to commence in the autumn term with the following timeframe:

- Governance Professional to issue to all Trustees a questionnaire for Trustees to complete before their one-to-one interview with the Chair. Governance Professional to arrange interview dates with interviews to be either conducted in person or via Teams. The Governance Professional to summarise the key points and themes arising from both completed questionnaires and the interviews conducted.
- Governance Professional to issue to all Trustees, except for the Chair, a questionnaire covering the performance of the Chair. The Governance Professional to summarise the key points and themes arising from both completed questionnaires and the interviews conducted.
- Governance Professional to invite members of the Executive to comment on the impact of the Board and trustees.

- Governance Professional to summarise performance against agreed governance KPIs.
- Governance Professional to undertake a review of membership to ensure adequate succession planning is in place.
- Governance Professional to identify any required actions to further improve governance arrangements.
- The Governance Professional to summarise all the above in a '**Review of Governance Report**' for the attention of Trustees at the December Trust Board meeting and for the attention of Members at the Annual General Meeting scheduled to be held in January.

### 3 Components of annual self-assessment

#### 3.1 Proposed Governance KPIs:

Area	Performance indicator
Attendance	1) 75% attendance for the Trust (Members, Trustees and LGB Governors) as a whole and for individuals 2) Attendance data for the preceding year to be published annually on the Trust website
Meetings	3) All Corporation and committee meetings to be quorate and decisions are not unduly delayed
Length of meetings	4) Trust meetings to last on average no more than 2 hours
Membership	5) Details of Members, Trustees, and Local Governing Body Governors to be published on the Trust website
Appointment	6) Trust vacancies to be filled within three months of the vacancy occurring unless expressly agreed by the Trust Board
Committee membership	7) All Trustees to be a member of at least one committee unless agreed by the Trust Board
Register of interests	8) Declarations of interest to be made by Members, Trustees and LGB Governors as appropriate and published on the Trust website
Skills Analysis of Trustees/ Governors	9) To conduct annually for Trustees and Members, and to update as and when a Member and or Trustee leaves or joins the Trust, a Skills Analysis and to address any identified gaps through new appointments.
Training and development	10) All Members, Trustees and Governors to undertake compulsory on-line training in Prevent, Safeguarding, and Keeping Children Safe in Education
Training and development	11) Through annual one to one interviews with the Chair and Governance Professional, Trustees to identify any required governor training & development needs
Training and development	12) All new Members, Trustees and Governors to receive an induction within 3 months of their appointment
Guiding and monitoring the strategic direction of the College	13) Board meeting, or part of a Trust Board meeting, or its committees, to be held at least annually to discuss strategic direction of the College.

Financial	14) Trust Board membership to include at least two financially qualified Trustees, who are able to offer support and challenge to the Principal/CEO and FD. 15) Management accounts to be an agenda items at all meetings of the Trust Board and the Finance & Resources Committee 16) Management Accounts to be sent monthly to members of the Finance & Resources Committee
Risk & Internal Controls	17) College controls and financial management are robust - opinion to be confirmed in the Annual Report from the Audit & Risk Committee
Risk & Internal Controls	18) Risk is proactively managed with annual opinion on risk management to be confirmed in the Annual Report from the Audit & Risk Committee
Self-assessment	19) Completion of annual Governance self- assessment
Governance Professionalship	20) Issue of agenda and supporting papers at least 7 days before meetings. 21) Governance Professional/Governance Professional in place to provide advice and oversees governance arrangements for the Trust 22) Ensure regularity requirements on the publication of key governance documents as prescribed by the DfE are made available on the Trust's website.
Senior post holders/Governance Professional	23) Annual appraisal of senior post holders undertaken by the Chair

### 3.2 Trustee Review Interview:

Every Trustee to be asked to attend a review interview with the Chair and Governance Professional. In preparation for the interview Trustees to be asked to give thought to a series of questions.

A copy of the Trustee Review Questionnaire is appended - Appendix I.

### 3.3 Trustee Review of Chair's Performance:

Trustees to be asked to complete a review questionnaire on the performance of the Chair and return to the Governance Professional. The Governance Professional to undertake an analysis on completed questionnaires and will provide a summary report to the summer meeting of the Trust Board (the Chair will absent him/herself from the meeting for the discussion).

A copy of the Chair's Performance Questionnaire is appended - Appendix II.

### 3.4 Succession Planning:

To keep under constant review succession planning for key offices and posts – Members, Trustees, Governors, Chair, Vice Chair, Committee Chairs and the Governance Professional.

### 3.5 Action Planning:

The agreed actions to address identified areas for improvement by the self-assessment process to be led by the Trust Board.

## Appendix 1

### **Governance Review Action Plan – Autumn 2025**

#### 1. Review of skills

Each Trustee will be asked to complete the Governing Board Effectiveness on GovernorHub ahead of meeting with the Chair of Trustees and Governance Professional.

This will provide a clear and visual picture accessible by all Trustees on the overall effectiveness of the Trust Board.

#### 2. Interview with Chair of Trustees and Governance Professional

Each Trustee will be invited to a meeting to discuss the following topics:

- The questionnaire completed in July 2025
- The Trustee's role on the board, what they currently do, what they would like to consider doing in the future.
- Views on succession planning (CEO, Chair and Vice Chair)
- Views on the previous external Governance Review
- Quality of agendas
- Trustee training opportunities, the current and potential offers available
- Potential of a Strategy morning with all Trustees
- Current committee structure
- GovernorHub

#### 3. Report

The Governance Professional will collate main topics and themes into a report for Trustees at the next meeting to consider next steps.

## **APPENDIX 2**

### **TRUSTEE REVIEW INTERVIEW**

<b>SECTION 1 - PERSONAL DETAILS &amp; ATTENDANCE</b>	
<b>This section will be completed by the Governance Professional prior to the form being sent to Trustees</b>	
<b>Name:</b>	<b>Review Date:</b>
<b>Category of membership:</b>	<b>Term of office expiry date:</b>
<b>Membership term:</b>	<b>Number of terms in office:</b>
<b>Office/s held:</b>	<b>Committee membership/s:</b>

Attendance (academic year to date of review)	%
% Board	
% Committee(s)	

## SECTION 2 – REGISTER OF INTERESTS

**To be completed by Trustees in advance of their meeting with the Chair**

**The current entry is listed in the Register of Interests: (Governance Professional to complete prior to sending out to Trustees)**

**Registered Interests:** *Trustees are invited to comment on any conflict of interest they have experienced in the last year in their role as a Trustee*

## SECTION 3 – SKILLS MIX

**To be completed by Trustees in advance of their meeting with the Chair**

*Trustees are invited to complete the form below. It does not matter how many boxes you tick as it is expected that governors will have a breadth of skills and expertise. Please return your completed form to the Governance Professional.*

Skills Area	Professional expertise and skill		
	High	Moderate	None
Strategic Management			
Safeguarding			
Equality & Diversity			
Finance/Accounting			
Are You Financially Qualified Yes or No			
Audit			
Legal			
Property/Premises Management			
Personnel			
Marketing			
Governance / Trusteeship			
Education Management			
Secondary Education			
Further Education			
Higher Education			
Large Organisation Management			
Information and Communications Technology			
Local Authorities			
Public Sector Organisations			
Local voluntary/community groups			
Local businesses/Employer links			
Teaching			

Quality Systems			
Risk Management / Health and Safety			
Student Matters			



#### **SECTION 4 – KEY QUESTIONS FOR TRUSTEES**

##### **To be completed by Trustees in advance of their meeting with the Chair**

*Reviewing the Board's effectiveness is good practice and self-review is one of the main methods to use and monitor and improve the quality and impact of their governance.*

*The questions in the section were developed by the National Governance Association (NGA).*

##### **Skills:**

*Do we have the right skills mix on the Trust Board?*

##### **Role & Statutory Responsibilities:**

*Do you have a good understanding of your role and responsibilities, including what it means to be strategic?*

*Do you have a good understanding of what your statutory responsibilities both as a Charity Trustee and Company Director?*

##### **Governance Structure:**

*Is the size, composition and committee structure of the RLA conducive to effective working?*

##### **Strategy:**

*Have we agreed a strategy with priorities for achieving our vision with key performance indicators against which we can regularly monitor and review the strategy?*

##### **Trustee Performance:**

*How effectively do you feel that you have contributed to the work of the Trust Board in the last twelve months?*

*How effectively do you feel that you have contributed to the work of the committees of which you are a member in the last twelve months?*

*How effectively do you feel your performance has been in the office (or offices) you hold and or duties you undertake on behalf of the Trust?*

**Accountability of the Executive:**

*Do you think you, and fellow Trustees, effectively challenge the Executive and hold them to account on the running and performance of the Trust?*

*Do you have a view on how the Executive responds to such challenges?*

*Is there an effective relationship between Trustees and the Executive, allowing for challenge but avoiding complacency?*

**Board Culture:**

*The Board's governance framework is based on strategic level governance i.e. maintaining the Board's focus on its strategic role and responsibilities and respecting the separate role of management. How effectively do you feel you work within this framework?*

**SECTION 5 – BOARD PERFORMANCE****To be completed by Trustees in advance of their meeting with the Chair**

*Trustees are invited to briefly highlight their view of the strengths of the Board's performance in the last year and any areas of improvement for the future, to aid discussion with the Chair. This may include any strengths in the Board's performance or governance framework that they regard as critical to its success and any issues Trustees feel have arisen in the past year which have caused them concern e.g. relating to the Board's adherence to its collective responsibility, meeting behaviours, confidentiality issues etc.*

**SECTION 6 –SUCCESSION AND PERSONAL AMBITIONS****To be completed by Trustees in advance of their meeting with the Chair**

*Trustees are invited to briefly comment on any potential change of committee membership, office/s held (chair etc.) that they would wish to undertake or be considered for in the future. This will be taken forward in discussion with the Chair at the review meeting*

## **SECTION 7 – TRAINING AND DEVELOPMENT**

**To be completed by Trustees in advance of their meeting with the Chair**

*Trustees are invited to comment briefly below on any areas which they feel that they as an individual, or the Board collectively, would benefit from further training and development on*

## **SECTION 8 –CONTINUOUS IMPROVEMENT**

**To be completed by Trustees in advance of their meeting with the Chair**

*Looking forward over the next 12 months how do you think you can make a difference to the effectiveness of the Board and how would you like to see the Board develop?*

## **SECTION 9 –SUMMARY**

**This section will be completed by the Chair following the review meeting**

*Summary of*

- *the review discussion*
- *actions to be taken forward with or on behalf of the Trustee e.g. individual training and development*
- *comments to be taken forward in the Chair's report to the Board*
- *any other actions to be taken forward e.g. to the Principal and/or the Governance Professional*

**Chair's summary:**

## **APPENDIX II**

### **CHAIR'S PERFORMANCE REVIEW**

Purpose: to assess the Chair's performance

- Trustees to complete the questionnaire and return it to the Governance Professional, who will produce an analysis report for the Trust Board to consider at a subsequent meeting
- the Board will consider the reported outcomes (the Chair will absent him/herself from the meeting for the discussion)
- Any actions to be taken forward will be agreed by the Board and reported to the Chair by the Governance Professional

	Strongly Agree	Agree	Disagree	Strongly Disagree
The Chair is an effective leader of the Trust Board, ably demonstrating the skills and experience necessary for the role.				
How might performance be improved?				
The Chair ensures that appropriate strategic issues are brought to the Trust Board.				
How might performance be improved?				
The Chair allows and encourages Trustees to participate in discussions.				
How might performance be improved?				
The Chair has an effective and productive relationship with the Chief Executive Officer and Executive Principal, where appropriate offering general and specific support.				
How might performance be improved?				
The Chair has an effective and productive relationship with the Governance Professional				

	Strongly Agree	Agree	Disagree	Strongly Disagree
How might performance be improved?				
The Chair ensures that the Trust Board sets strategic and corporate objectives that articulate the college's vision and ethos.				
How might performance be improved?				
The Chair ensures that the Trust Board monitors the performance of the college against the objectives and indicators the Trust has approved.				
How might performance be improved?				
The Chair effectively conducts the appraisals of the Chief Executive Officer and the Executive Principal				
How might performance be improved?				
The Chair deals well with any problems of what might be described as 'group dynamics' e.g. dominant member / director contributions at the expense of quieter colleagues, group tensions etc, reaching corporate consensus.				
How might performance be improved?				



## **PROCEDURE TO FOLLOW FOR THE ANNUAL ELECTION OF THE CHAIR AND VICE CHAIR**

Clause 83 from the Articles of Association state: *'The Trustees shall each school year elect a chairman and a vice-chairman from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman'.*

1. The annual election of the Chair and Vice Chair to take place at the summer term Trust Board meeting.
2. The period of office shall be from 01 September to 31 August.
3. Three weeks prior to the summer term Trust Board meeting the Governance Professional to email all Trustees seeking nominations for the position of Chair and Vice Chair, setting a deadline date for receipt of nominations. The deadline date to be no longer than a week prior to the Trust Board meeting.
4. The Governance Professional to contact all those nominated to see if they are willing to put themselves forward to serve. Any Trustee who declines to be nominated will not be put forward for election.
5. In the event that only one person is nominated for the position of Chair, that individual will be put forward for the Trust Board to approve.
6. In the event that only one person is nominated for the position of Vice Chair, that individual will be put forward for the Trust Board to approve.
7. In the event that more than one person is nominated for the position of Chair, an election shall be held at the summer term Board meeting. Those nominated for the position of Chair will not be able to vote and the Governance Professional will arrange for the election to be conducted by secret ballot.
8. In the event that more than one person is nominated for the position of Vice Chair, an election shall be held at the summer term Board meeting. Those nominated for the position of Vice Chair will not be able to vote and the Governance Professional will arrange for the election to be conducted by secret ballot.
9. In the event that no nominations are received, the Governance Professional to arrange another nomination and election process with the election to take place at the first Trust Board meeting in the autumn term.