

## Cotswold Beacon Academy Trust

### Scheme of Delegation and Terms of Reference

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#### 1. Introduction

Cotswold Beacon Academy Trust (“the Trust”) is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State. The Objects are:-

*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 a school offering a broad and balanced curriculum (“the Academy”);*

As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has:

- Members, the equivalent of shareholders in a commercial limited company, and
- Trustees who are the directors of the company and who together comprise the Trust Board and who report and are accountable to the Members.

The Trust Board has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual academies to committees – known as School Development Boards (“SDB”). The Chief Executive Officer (“CEO”), with support from the Chief Finance and Operations Officer (“CFOO”), is responsible for the day to day operation of the Trust and each academy has a Headteacher (“HT”) who reports to the CEO and is responsible for the operation of the individual academy.

This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate.

## 2. **Members** (see Appendix 2 for detailed Scheme of Delegation)

The Members have overall nominal responsibility for the Trust but they exercise their functions through the Trust Board. Each Member gives a nominal guarantee to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.

The powers and duties of the Members in broad terms are:

- To appoint and remove Trustees
- To maintain the Membership and to appoint Members
- To monitor and evaluate the performance of the Trust Board
- To approve any proposed changes to the Articles of Association
- To receive the annual account of the Trust

## 3. **Trustees** (see Appendix 2 for detailed Scheme of Delegation)

The Trustees are the directors of the trust and have a similar level of accountability (across all the schools in the Trust) as the governors in a local authority-maintained school. As company directors their duties are 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.

The Trust Board focuses on the three core functions of governance:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding the Executive Team (“ET”), comprising the CEO and CFOO, to account for the educational performance of the academies and their pupils, and the performance management of staff; and
- Overseeing the financial performance of the Trust and making sure its money is well spent.

**Composition:** Up to 10 Trustees appointed by the Members, and the CEO.

**Quorum:** One-third of the total number of Trustees in post or 3 if higher

**Meetings:** At least three each year convened on seven clear days’ notice except in emergency as determined by the Chair

The Trust Board retains at Board level responsibility for:

- Deciding upon major strategic and legal aspects such as:
  - Establishing a new academy
  - Admitting additional academies into the Trust
  - Discontinuing or merging existing ones
  - Disposal of land otherwise than for operational letting or hire purposes
  - Recommending amendments to the Articles of Association
  - Securing and monitoring compliance with any relevant Trust deed
- Adopting the strategic plan for the Trust which will include individual strategic plans for each academy
- General oversight of strategic and operation risk identification and management
- Procurement requiring the publication of OJEU advertisements
- Procurement of any contract with a value in excess of the SDB limit
- Approving the overall budget for the Trust and its devolution to each academy
- Approving the annual accounts of the Trust
- Ensuring that all regulatory requirements are met
- Recommending appointment of Members and Trustees and co-option of additional Trustees including conducting skills audits as required
- Appoint non-elected members of SDBs as per the terms of reference
- Securing that all Trustees and members of SDBs are appropriately trained
- Determination of staff pay and conditions
- Approving all policies that the Trust by law is required to maintain. All policies originate from the ET. A schedule of policies is attached as Appendix 1
- Determining each year the scheme of delegation and terms of reference
- Appointing School Development Boards and other committees, and determining their terms of reference and membership
- Determining admission arrangements for each academy ensuring compliance with the Admissions Code
- Establishing arrangements for independent appeals against refusals to admit pupils to an academy
- Establishing arrangements for independent review panels to review permanent exclusions
- Appointment of:
  - Chief Executive Officer
  - Chief Finance and Operations Officer
  - Headteacher and Executive Headteachers
  - Clerk to the Trustees
  - Company Secretary

The Chair of Trustees, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any academy within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or SDB in the time necessary to protect such interests

#### 4. Finance, Audit and Risk Committee

The role of this Committee is to support the Cotswold Beacon Academy Trust Board and the Trust in regularity, risk, compliance and audit.

**Composition:** Three Committee members of which at least two must be a Trustee with additional members co-opted on skills basis. At least one member of the Committee should have recent or relevant accountancy, or audit assurance, experience. The Chair of Trustees, Chief Executive Officer and Chief Finance and Operations Officer cannot be members with voting rights (although they can attend meetings).

**Quorum:** Two Committee members with at least one Trustee present.

**Meetings:** The Committee shall meet as necessary but at least three times per year. The Chair or any two members may call a meeting. Non-members may be invited to attend meetings. The Committee shall act on matters delegated by the Board in the Scheme of Delegation. The minutes of Committee meetings are shared with Trustees. The internal or external auditors may request a meeting if they consider it necessary.

The Committee will:

- Ensure compliance with the Academy Trust Handbook
- Provide oversight on internal controls and monitor financial performance of the Trust and ensure its money is well spent
- Ensure that risks are being addressed appropriately through internal scrutiny
- Advise the Board on the effectiveness of the Trust's risk management, control and governance processes and any significant matters arising from audits

##### **Delegated responsibilities:**

- Review and recommend a Finance Policy to the Trust Board.
- Review the following, for the Trust and the individual schools, to assure value for money and regularity, and to assess financial risks:
  - Actual income and expenditure for the period to date together with the budget
  - Forecast income and expenditure statement for the year end
  - Balance sheet for the period end together with forecast and actual cash flow
  - (Note this does not replace the SDBs role in monitoring the budget for their school)
- Approve pay scales and other finance related items in accordance with the Scheme of Delegation
- Review annual budgets and three-year financial plans approved at SDB, and recommend for approval to the Trust Board
- Approve any budgetary adjustments that are deemed necessary
- Advise the Board on recommendations and any actions taken from the annual accounts audit process and to monitor the implementation of the actions
- To approve submission of all other financial returns are requested by the Education and Skills Funding Agency.
- To monitor and assess the internal controls of Cotswold Beacon Academy Trust to ensure that the Trust, as a whole, is operating at appropriate levels of risk and in compliance with audit requirements.
- To monitor and assess external and internal audit matters, oversee the work programme and performance quality of the internal and external audit services.

- To review the outcome of the annual external audit of the financial statements and to make a recommendation to the Board of Trustees.
- To support the Board of Trustees in ensuring that a framework is established and maintained for the identification and management of risk.
- To support the Board of Trustees in providing an added level of scrutiny in the monitoring of internal and external audit matters, risk management, fraud prevention and detection, and internal controls and health and safety.
- To keep the Board of Trustees regularly informed of the Committee's activities and key decisions.
- To keep under review, the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' report, the internal auditors' annual report, and management responses.
- To ensure that all significant losses have been properly investigated and that the internal and external auditors have been informed.

## 5. Project Steering Group

**Composition:** Three Trustees, one of who is the CEO, and the CFOO.

**Quorum:** Two Trustees.

**Meetings:** Flexible and in line with the programme agreed with the project managers.

### **Delegated responsibilities:**

The role of this committee is to provide leadership for the Gloucester Secondary Free School project, working with Premier Advisory Group as project managers. Scope: The key objectives for the PSG are:

To provide leadership to the project, including:

- Decision making
- Commitment and allocation of resources
- Stakeholder management.

To provide active management and review of:

- Delivery of project tasks and products
- Allocation and prioritisation of resources
- Management of project risks and issues.

Remit and responsibilities of the PSG:

1. The PSG shall be responsible and are authorised to make decisions in relation to the matters set out in the Scope and in line with the Scheme of Delegation.
2. The PSG is accountable to the Trust Board.
3. The following items will be reserved for approval by the trust board, and PSG meetings will be organised in such a fashion as to allow timely approvals by the trust board to take place:
  - Recruitment of Headteacher Designate

- Spends of more than 10% of expected PDG spend
- Final procurement decisions
- Matters relating to opening date or site changes
- All major reports, including Governance Plan, Education Brief and Section 10 Consultation report.

#### 6. CEO (see Appendix 2 for detailed Scheme of Delegation)

- Provide strategic and operational leadership of the Trust
- Considering strategic risks and advising the Trust Board
- Responsible for the internal organisation management and control of each of the academies and specifically:
  - Development of Trust-wide strategies and strategies for individual academies for Trust Board approval
  - Considering strategic risks and advising the Trust Board
  - Determining and implementing curriculum provision and assessment
  - Performance appraisal of all staff (central and within academies)
  - Disciplinary, capability and grievance aspects relating to all staff below HT level
  - Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement
  - Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion
- Reporting termly to the Trust Board
- The CEO may reasonably delegate any function to the CFOO, any HT or any other employee of the Trust
- [Other specific responsibilities including spending and contracting authorities]

#### 7. CFOO (in conjunction with the CEO)

- Provide financial leadership of the Trust
- Prepare and maintain the Risk Register - considering operational risks and advising the board
- Secure financial probity and value for money including compliance with the Academies Financial Handbook
- Prepare and maintain the Trust's Finance Policies
- Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual academies and determining sums to be delegated to each SDB for local spending, for Trust Board approval
- Reporting termly to Trust Board
- [Other specific responsibilities including spending and contracting authorities]

#### 8. School Development Board (SDB) (see Appendix 2 for detailed Scheme of Delegation and Appendix 3 for detailed Terms of reference of SDBs)

**Composition:** as determined by the Trust Board but so as to include at least 2 elected parents.

**Quorum:** as determined by the Trust Board

**Meetings:** as determined by the Trust Board

- Reporting to the Trust Board on the overall performance of the academy
- Work with HT and ET, to plan the academy budget to meet the priorities of the academy improvement plan

- Review reports from the HT comparing income and expenditure with budget, highlighting any areas of deviation or concern and agreeing strategies to mitigate these
- Monitoring and reporting of educational outcomes in the academy
- Appointment of staff working at the academy in accordance with Trust policies
- Monitoring all aspects of safeguarding, SEND, equality and student welfare
- Monitoring and managing all aspects of risk in relation to the academy in collaboration with the HT and CFOO
- Dealing with the regulatory requirements of admissions and exclusions
- Carrying out other delegated functions as laid out in the Scheme of Delegation (Appendix 2), or defined in the Trust's policies
- Liaising with the Trust Board, CEO and CFOO on all aspects of policy setting and application as they may respectively require
- Arranging election of elected members of the SDB in accordance with the Articles of Association

The SDB may sub-delegate any of its functions to a sub-committee of the SDB or to an individual local governor or to the HT as appropriate.

A detailed Scheme of Delegations forms Appendix 2

Note: All decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should be done by way of a minute of the decision for the meeting at which the decision was taken.

## Appendix 1

### POLICIES MAINTAINED BY THE ACADEMY TRUST REQUIRING TRUST REVIEW AND ADOPTION

Note: all required policies are initiated by ET at the direction of CEO. Appendix 2 shows the approval and consultation requirements. All policies are to be reviewed every three years unless shown otherwise or a change of legislation or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review.

#### **A1: Finance and Resources Polices**

##### **A1.1 Finance**

- Finance Policy
- Financial Regulations Authorisation Limits (in Finance Policy)
- Tendering Procedures (in Finance Policy)
- Best Value Statement for Local Governing Bodies (in Finance Policy)
- Anti-Bribery and Corruption
- Charging and Remissions
- Debt Recovery
- Financial Reserves Policy
- Fixed Asset Policy
- Fraud Policy
- Investment Policy
- Travel and Subsistence Policy

##### **A1.2 Personnel**

- Absence – Management of Sickness
- Maternity, Paternity and Adoption Policy
- Bullying & Harassment
- Capability Policy
- Code of Conduct for all Adults
- Disciplinary procedure relating to misconduct for all employees
- Disciplinary rules for all employees
- Discretionary leave of absence - Authorised Special Leave
- Early Retirement of Teachers
- Flexible Working Policy
- Grievance Procedure
- Recruitment and Selection Policy
- Redundancy Policy
- Support Staff Pay



- Support Staff Probation Period
- Teachers Pay Policy
- Teachers Performance Appraisal Policy
- Whistleblowing Policy

**A2: Community and Standards Policies**

- Data Protection
- Privacy Notice for Staff, Parents and Students
- Publication Scheme (FOI)
- Complaints policy for parents and carers
- ICT Responsible Use

**A3: Governance Policies**

- Conflicts of Interest Policy
- Equality information and objectives (public sector equality duty) statement for publication - review frequency: Every four years and publish information annually (see below)
- Expenses Policy
- Register of business interests - review frequency: Ongoing requirement to keep updated
- Scheme of Delegation and Terms of Reference - review frequency: Annually or more often if required or desirable.
- School information published on a website - review frequency: Live – must be updated as soon as possible after a change and at least annually

## Appendix 2

### SCHEME OF DELEGATION

#### Introduction

This Scheme identifies the key decisions that are required in connection with the overall governance and management of the Academy Trust and the individual academies within it, and should be read in conjunction with the Terms of Reference for School Development Boards and the Articles of Association of the Academy Trust. The Scheme is reviewed by the Trustees at least once per year and is subject to modifications made by the Trustees from time to time.

The bodies identified in the Scheme are as follows:

- **Members** of the Academy Trust
- **Trust Board**
- **CEO (Accounting Officer)**. The Accounting Officer role description is established by the Trust Board
- **CFOO who for the Trust as also the Data Protection Officer**
- **School Development Board** of the Academy (a committee of the Trust Board, which operates subject to Terms of Reference set by the Trust Board)
- **Headteacher** of the Academy

The different levels of delegated power are described as follows:

- **Responsible** - Those responsible for the task, who ensures that it is done
- **Accountable** - Those ultimately answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible
- **Support** - Support helps responsible to complete the task
- **Consulted** - Those whose opinions are sought with two-way communication
- **Informed** - Those who are kept up-to-date on progress and any decisions

In some cases the accountability and responsibility lie with the same individual or group. In other cases there will be more than one individual or group accountable, responsible, supporting, consulted or informed.

*Note: Whilst this Scheme of Delegation sets out the broad areas of responsibility and procedure, the Trust is also required by the Academies Financial Handbook to approve a written scheme of delegation of financial powers that “maintains robust internal control arrangements” (see 2.1.4 of the Handbook).*

No	TASK <ul style="list-style-type: none"> <li>Responsible - Those responsible for the task, who ensures that it is done</li> <li>Accountable - Those ultimately answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible</li> <li>Support - Support helps responsible to complete the task</li> <li>Consulted - Those whose opinions are sought with two-way communication</li> <li>Informed - Those who are kept up-to-date on progress</li> </ul>	Members		Trust Board	CEO (Accounting Officer)	CFOO (Data Protection Officer)	School Development Board	Academy Headteacher
		A	R	I	A	R	S	I
<b>Governance</b>								
1	Recommend changes to the Trust Articles of Association	A	R	I	C	C	I	I
2	Members: appoint and remove	A	R	I	I	I	I	I
3	Trustees: appoint and remove	A	R	S	I	I	I	I
4	Chair of Trust Board (or Trust Committee): appoint and remove	I	A	R	I	I	I	I
5	Approve terms of reference for Trust Committees		A	R	C	I	I	
6	Approve terms of reference for SDBs		A	R	C	S	I	
7	SDB Chair (or Committee Chairs): appoint and remove		A	R	C	S	C	
8	Governors of SDB: appoint (non-elected) and remove		A	R	C	S	C	
9	Clerk to Trustees and Members: appoint and remove	I	A	R	C	I	I	
10	Clerk to SDB: appoint and remove		A	R	I	S	C	
11	Maintain register of interests	S	A	S	R	S	S	
<b>Strategic Developments</b>								
12	Develop vision and values of the Trust	C	A	R	I	I	I	
13	Develop academy ethos		A	C	I	R	R	
14	Overall strategy of CBAT including approving development plan	I	A	R	S	I	S	
15	Trust Scheme of Delegation	I	A	R	S	I	I	
16	Approve new academies joining the Trust	I	A	R	S	I	S	
17	Entering Into funding agreements etc. with academies		A	C	R	I	I	
18	Determine and approve trust wide policies		A	R	R	I	I	
19	Determine and approve academy policies		A	I	I	R	S	
20	Determine risk management processes		A	R	R	I	I	
21	Develop and approval of academy improvement plans		I	A	I	R	S	
<b>Academy Performance, Curriculum and Teaching</b>								
22	Approval of academy targets for pupil attainment, progress and attendance		A	A		C	R	
23	Monitoring of academy targets for pupil attainment, progress and attendance		A	A		R	S	
24	Curriculum and assessment: intent, implementation, impact		A	R		C	R	
25	SEN/AEN provision		A	R		C	R	
26	Terms dates and INSET		A	R		C	C	

No	TASK	Members	Trust Board		CEO (Accounting Officer)	CFOO (Data Protection Officer)	School Development Board	Academy Headteacher	
	<ul style="list-style-type: none"> <li>Responsible - Those responsible for the task, who ensures that it is done</li> <li>Accountable - Those ultimately answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible</li> <li>Support - Support helps responsible to complete the task</li> <li>Consulted - Those whose opinions are sought with two-way communication</li> <li>Informed - Those who are kept up-to-date on progress</li> </ul>								
27	Length and organisation of school day		A		R		C	R	
28	Issue Fixed term Exclusion		A		A		S	R	
29	Issue Permanent Exclusions		A		A		S	R	
30	Exclusion appeals		A		I		R	S	
31	Complaints to the academy (subject to stage of policy)		A		A		R	R	
32	Complaints to the trust		A	R	A	R	S	S	
33	Admissions Policy where no change is proposed		A		C		C	R	
34	Admissions Policy where change is proposed		A		C		R	S	
35	Admissions Appeals (Independent appeals)		A		C		C	R	
<b>Human Resource</b>									
36	<b>Pay</b>	Teachers Annual Pay Award		A		R	R	C	C
37		Support Staff Annual Pay Award		A		R	R	C	C
38		Determination of Headteacher pay ranges		A		R	R	C	C
39		Appointments outside range in salary structure		A		R	R	C	C
40		Annual pay progression for executive team	I	A	R	S	S		
41		Annual pay progression for heads		A		R	C	C	
42		Annual pay progression for other staff within salary structure and staff budget		A		I	C	R	S
43	<b>Terms and Conditions</b>	Changes to Employee Terms & Conditions or Collective Agreements		A		R	R	I	I
44		Adoption of Transferring Policies and Collective Agreements		A		R	R	I	I
45	<b>Staff structure</b>	Approval of annual staffing budgets		A		R	R	C	S
46		Increases to academy headcount within staffing budget		A		R	S	C	R
47		Academy staff structures/grading and changes to these		A		R	R	C	S
48	<b>Recruitment</b>	Chief Executive Officer appointment	I	A	R		S	I	I
49		CFOO appointment	I	A		R		I	I
50		Headteacher appointment <sup>1</sup>	I	A		R		S	
51		Senior leadership appointments <sup>2</sup> (inc. SBM)		A		R	R	S	R

No	TASK	Members	Trust Board	CEO (Accounting Officer)	CFOO (Data Protection Officer)	School Development Board	Academy Headteacher	
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52	Teaching and support staff appointments		A			S	R	
53	Operation of policies	Performance appraisal for Executive team	I	A	R	S	S	
54		Performance appraisal of Headteachers		A	R	S	S	S
55		Performance appraisal of other central staff		A	R	R		
56		Performance appraisal of other academy staff		A	R	R	I	R
57		Dismissal or suspension of executive team	I	A	R			
58		Dismissal or suspension of other central team		A	R	R		
59		Dismissal or suspension of Headteacher	I	A	R	I	S	
60		Dismissal or suspension of academy staff		A	S	S	R	R
61		Staff disciplinary processes for own team including issuing warnings		A	R	R	S	R
62		Approval of severance, settlement and redundancy payments up to £49,999k <sup>3</sup>		A	R	C	C	C
63	Services	Appointment and review of retained HR and legal services		A	C	R	I	I
<b>Finance<sup>4</sup></b>								
64	Statutory reporting	Completion and approval of annual accounts		A	A	R		
65		Completion and submission of other accounting returns including PAYE, VAT, grant and project returns		A	A	R		S
66	Internal control	Approval of financial regulations, external auditors		A	A	R		
67		Assurance over adequacy of systems of internal financial control		A	A	R		
68		Investigation of fraud and irregularity	I	A	A	R	C	
69		Recommendations from, and response to, investigation into fraud and irregularity	I	A	A	R		
70	Budget and management information	Approval and monitoring of CBAT one and three year budgets		A	A	R	S	
71		Determine contribution to CBAT central services		A	R	S	I	I

No	TASK	Members	Trust Board	CEO (Accounting Officer)	CFOO (Data Protection Officer)	School Development Board	Academy Headteacher
	<ul style="list-style-type: none"> <li>Responsible - Those responsible for the task, who ensures that it is done</li> <li>Accountable - Those ultimately answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible</li> <li>Support - Support helps responsible to complete the task</li> <li>Consulted - Those whose opinions are sought with two-way communication</li> <li>Informed - Those who are kept up-to-date on progress</li> </ul>						
72	Preparation of academy one and three year budgets		A	A	R	C	S
73	Approval of academy one and three year budgets		A	A	R	I	I
74	Prepare and review of management information for Trustees		A	S	R	I	S
75	Monitoring of academy one year budgets		A	A	R	C	R
76	Authority to make in year budget virements (subject to limits set out in finance policy)		A	C	R	I	R
77	Placing orders for goods and services, entering into contracts within delegated budget (subject to limits set out in finance handbook)		A	R	R	I	R
78	<b>Purchasing &amp; procurement</b> Approving orders for goods and services, entering into contracts that exceed budget		A	R	R	C	S
79	Creating vendors on finance system		A		R		S
80	Entering into new operating lease agreements		A	S	R	I	S
81	Renewal of annual service level agreements		A	S	R	I	S
82	<b>Banking authority &amp; cash management</b> Cash flow management, treasury and investment		A	A	R		
83	Open a bank account		A	A	R		
84	Issue and withdraw credit cards including variation to credit limits (subject to limits set out in financial regulations)		A	A	R		S
85	<b>Wages &amp; salaries</b> Payroll administration		A	I	R		S
86	Payroll – notification of starters, leavers and amendments		A	S	R		S
87	Payroll - monthly approval		A	A	R		S
88	Authorisation of expense claims		A	R	R		S
89	<b>Income</b> Raising sales invoices and debt collection (Bad debt write off subject to limits set out in finance policy)		A	S	R	I	S

No	TASK	Members	Trust Board	CEO (Accounting Officer)	CFOO (Data Protection Officer)	School Development Board	Academy Headteacher
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90	Managing lettings income outside academy hours		A	I	R	C	R
91	<b>Fixed assets</b>	Management of capital projects	A	A	R	C	S
92		Asset register	A	S	R		S
93		Security of assets including loan of assets	A	S	R	C	R
94		Disposal of assets (subject to limits set out in finance policy)	A	A	R	C	R
95	<b>Insurances</b>	Annual Risk Review & Premium Renewal	A	S	R	I	S
<b>Significant Changes to an Academy</b>							
96	Expansion of Academy (physical expansion rather than PAN). ESFA approval required		A	R	S	C	S
97	Changes to PAN		A	R	S	C	S
98	Extension of age range. ESFA approval required		A	R	S	C	S
99	Extension of Academy provision (e.g. nursery). ESFA approval required		A	R	S	C	S
<b>Health And Safety</b>							
100	Ensuring the adequacy of health and safety practice throughout the trust		A	R	R	S	R
102	School and places of work health and safety arrangements		A	R	R	S	R
103	Critical incident planning		A	R	R	S	R
104	RIDDOR and accident reporting		A	R	R	I	R
105	Statutory compliance including training and use of risk assessments		A	R	R	S	R
106	General monitoring, action plans in relation to safety of sites including buildings conditions		A	R	R	S	R
<b>Safeguarding</b>							
107	Ensure suitable Safeguarding Policy		A	R		R	R
108	Ensure safeguarding procedures are in place, including monitoring and keeping up to date		A	R	S	R	R
<b>GDPR</b>							
109	Ensure suitable GDPR Policy and Procedures are in place		A	R	R	S	C
110	Ensuring GDPR compliance and reporting any breaches		A	R	R	R	R

No	TASK <ul style="list-style-type: none"> <li>Responsible - Those responsible for the task, who ensures that it is done</li> <li>Accountable - Those ultimately answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible</li> <li>Support - Support helps responsible to complete the task</li> <li>Consulted - Those whose opinions are sought with two-way communication</li> <li>Informed - Those who are kept up-to-date on progress</li> </ul>	Members	Trust Board	CEO (Accounting Officer)	CFOO (Data Protection Officer)	School Development Board	Academy Headteacher
111	Appointment of a DPO (Trust)		A	R	R	I	I
<b>Relationships and Marketing</b>							
112	Ensuring effective pupil recruitment		A	S	S	S	R
113	Marketing and public relations promotion of the Trust		A	R	S	S	S
114	Marketing and public relations promotion of the academy		A	R	S	S	R

Footnotes:

<sup>1</sup> Local Governors lead the process with CEO for shortlisting. CEO + one other trustee on the interview panel with delegated authority to ratify the decision

<sup>2</sup> CEO will be involved in shortlisting and interviews for any DHT post. CFOO is involved in shortlisting and interviews for any SBM or finance related post

<sup>3</sup> Compensation payments of £50,000 and over requires ESFA consent –see CBAT Finance Policy

<sup>4</sup> As Accounting Officer, CEO is personally responsible to Parliament for the Financial Activities of the Trust and is therefore Accountable alongside Trust Board



## Appendix 3

### SDB Terms of Reference (maximum delegation)

### COTSWOLD BEACON ACADEMY TRUST

## TERMS OF REFERENCE FOR SCHOOL DEVELOPMENT BOARDS

**ACADEMY NAME: (Name)**

### **1 THE ROLE OF THE SCHOOL DEVELOPMENT BOARD**

- 1.1 The School Development Board is a committee of the main board of the Trust. Each Academy has its own School Development Board. Each School Development Board is established by the Trust in accordance with the Trust's Articles and will be subject to Terms of Reference set out below which will detail the responsibilities of the School Development Board and its relationship with the Trust board.
- 1.2 Members of the School Development Board will be known as Local Governors for ease of reference and because the term is understood by stakeholders of the school. It is recognised that Local Governors are not actually governors in law and that legal liability remains with the Academy Trust and the Board of Trustees, who are ultimately responsible for the running of the Academy. However, the Local Governors as part of the School Development Board are critical partners in securing the success of our schools and many of the delegated responsibilities are similar to those of Governing Bodies of maintained schools.

### **2 THE TRUST AND SCHOOL DEVELOPMENT BOARD**

- 2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the Academy (together the "Funding Agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- 2.2 The Trustees are the charity trustees (within the terms of section 177 of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.
- 2.3 The School Development Board is a committee of the Trustees established pursuant to Article 100. The School Development Board will act in accordance with these Terms of Reference and the Scheme of Delegation for the Academy unless otherwise directed by the Trustees. It will be accountable to the Accounting Officer and to the Trustees for its decisions.

### **3 SCHOOL DEVELOPMENT BOARD – APPOINTMENT AND STRUCTURE**

- 3.1 Membership of the School Development Board shall comprise not less than 9 and not more than 13 Local Governors, as follows:
  - (a) The Headteacher
  - (b) A minimum of 2\* and a maximum of 3 Parent Local Governors
  - (c) A minimum of 1 and a maximum of 2 Staff Local Governors;

(d) Local Governors appointed by the Trust

\*An additional staff space may be created by the Trustees on a School Development Board for an Associate Headteacher or Executive Headteacher where appropriate.

The number or balance of governors may be altered by the Trustees where concerns exist over the performance of the academy

With regard to the Local Governors appointed by the Trust, the Trustees shall invite nominations from the School Development Board and seek to ensure that the views of the School Development Board are taken into account.

3.2 Staff Local Governors shall be elected by staff members at the Academy. A Staff Local Governor must be a staff member at the time when he or she is elected. If a Staff Local Governor ceases to be a staff member then he shall be deemed to have resigned and shall cease to be a Local Governor. The Local Governors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Staff Local Governors, including any question of whether a person is a staff member. Any election of Staff Local Governors which is contested shall be held by secret ballot.

3.3 The length of a Local Governor's term of office shall be four years, save that:

(a) This shall not apply to the Headteacher, who shall hold office as a Local Governor for so long as he/she is in post as Headteacher;

(b) Unless otherwise determined at the first meeting of the School Development Board, Local Governors who were governors of the Predecessor School at the date immediately prior to the Conversion Date shall continue to serve their remaining term of office as if they were still governors of the Predecessor School.

A Local Governor may be re-appointed for consecutive periods not exceeding 12 years in total (and for those Local Governors who were governors of the Predecessor School, the 12 years period shall be deemed to have commenced on the date of their most recent appointment as a governor of the Predecessor School). Thereafter a Local 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.

3.4 No person shall be qualified to be a Local Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of any of the Academies shall be a Local Governor.

3.5 A Local Governor shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

3.6 A Local Governor shall cease to hold office if he is absent without the permission of the Local Governors from all their meetings held within a period of six months and the other Local Governors resolve that his office be vacated.

3.7 A person shall be disqualified from holding or continuing to hold office as a Local Governor if:

3.7.1 He has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or

3.7.2 He is the subject of a bankruptcy restrictions order or an interim order.

3.8 A person shall be disqualified from holding or continuing to hold office as a Local Governor at any time when he is 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).

- 3.9 A Local Governor shall cease to hold office if:
- 3.9.1 He would, by virtue of any provision in the Companies Act 2006 or section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision), be disqualified from acting as a trustee; or
  - 3.9.2 He is otherwise found to be unsuitable by the Secretary of State under the provisions of the Funding Agreements.
- 3.10 A person shall be disqualified from holding or continuing to hold office as a Local Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 3.11 A person shall be disqualified from holding or continuing to hold office as a Local Governor where he 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.
- 3.12 After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Local Governor if he has not provided to the chairman of the Trustees, by the date of the Local Governor's appointment or as soon as practicable thereafter, a disclosure and barring service certificate (previously known as a criminal records certificate) at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman of the Trustees or the Accounting Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 3.13 Where, by virtue of these Terms of Reference a person becomes disqualified from holding, or continuing to hold office as a Local Governor; and he is, or is proposed, to become such a Local Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk.
- 3.14 A Local Governor's term of office shall be terminated if:
- 3.14.1 He resigns by serving written notice to the Clerk;
  - 3.14.2 The Trustees terminate his appointment;
  - 3.14.3 He is removed by the persons appointing him (although this does not apply to elected staff or Parent Local Governors); or
  - 3.14.4 In the case of a Staff Local Governor, his employment is terminated.
- 3.15 Upon receipt of a notice pursuant to paragraph 3.14.1, the Clerk shall promptly notify the Company Secretary of the same.
- 3.16 The School Development Board may continue to act notwithstanding a temporary vacancy in its composition.

#### **4 APPOINTMENT OF CHAIR AND VICE-CHAIR OF SCHOOL DEVELOPMENT BOARD**

- 4.1 The Chair of the School Development Board shall be appointed by the Trustees, having sought views and any recommendations from the Local Governors (Co-Chairs may be permitted if deemed appropriate).

- 4.2 The term of office of the Chair of the School Development Board shall be 2 years. Subject to remaining eligible to be a Chair, a Local Governor may be re-appointed for further terms of office as Chair by the Trustees.
- 4.3 The Vice-Chair of the School Development Board shall be appointed by the Local Governors from amongst their number, for a term of 2 years. Subject to remaining eligible to be a Vice Chair, a Local Governor may be re-appointed for further terms of office as Vice-Chair by the Local Governors.
- 4.4 If both the Chair and the Vice-Chair are absent from any meeting of the School Development Board, those Local Governors present shall appoint one of their number to chair the meeting.

## **5 RESPONSIBILITIES OF SCHOOL DEVELOPMENT BOARDS**

### **5.1 Compliance and Governance**

The School Development Board will:

- (a) Develop the academy ethos in keeping with the vision and values of the Trust and in a way appropriate to the specific qualities and community characteristics of the Academy;
- (b) Develop academy improvement plans to promote high standards of achievement and ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being
- (c) Hold the Headteacher to account for the educational performance and outcomes of the school and its pupils and ensure that standards of attainment and achievement by the pupils of the Academy are high and are maintained at the highest possible level
- (d) Act as a critical friend to the Academy and provide support to the Headteacher and the staff at the Academy
- (e) Support the delivery of priorities and targets for the school determined by the Trust.
- (f) Ensure that all children, including those with special educational needs, have access to a broad and balanced curriculum
- (g) Understand the financial performance of the academy making sure its money is well spent.
- (h) Receive information on, and monitor expenditure against the school's budget, including pupil premium allocation and sports grant fund.
- (i) Maintain the Academy estate in accordance with any guidelines set out by the Trust;
- (j) Report to the Trustees both generally through meeting minutes and specifically as the Trustees may require from time to time;
- (k) Implement actions required to comply with statutory regulations and the Funding Agreements; and
- (l) Implement the policies set by the Trust including those related to HR matters.

### **5.2 Appointments, Personnel and Training**

The School Development Board shall:

- (a) Comply with the Trust's agreed HR policies, including the process for local performance appraisal for members of staff;
- (b) Carry out responsibilities as described within trust and school policies
- (c) Comply with the Trust's agreed HR policies, including the process for local performance appraisal for members of staff;
- (d) Effect any restructuring of staff at the Academy approved by the Trust and provided always that advice shall be sought from the Trust's HR function before doing so;
- (e) Appoint the Clerk to the School Development Board;

- (f) Advise the Headteacher in the event that they consider that changes are required to staff terms and conditions (to be clear, the School Development Board may not make any amendments to terms and conditions without the Trustees' consent).

### 5.3 Finances

The School Development Board shall:

- (a) Work with the Headteacher and CBAT Executive Team to plan the Academy budget to meet the priorities of the Academy Improvement Plan. Submit the planned budget via the Local Governing Body for Trustee approval
- (b) Review reports from the Headteacher comparing income and expenditure with budget, highlighting any areas of deviation or concern and agreeing strategies to mitigate these, including any requests to the Trust for budget virements
- (c) Submit to the CFOO any proposed write-offs and disposals of surplus stock and equipment.
- (d) Review matters relating to security of academy assets identifying any concerns
- (e) Respond to any requirements of Internal Assurance reports (including fraud or irregularity) and areas for improvement identified by the CFOO
- (f) Review matters relating to lettings outside Academy hours
- (g) Work with the headteacher and CBAT to determine Insurance arrangements that sit outside of the Risk Protection Arrangement (RPA)
- (h) Observe proper levels of delegation and protocols, in conjunction with the CFOO and Accounting Officer.

### 5.4 General Duties of Local Governors

5.4.1 Each Local Governor shall act in the best interests of the Academy and the Trust at all times.

5.4.2 No Local Governor shall act or omit to act in a way which would be prejudicial to the interests of the Academy or the Trust at any time, including any actions or omissions which might create bad publicity for the Academy or the Trust.

5.4.3 The Local Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.

5.4.4 When a Local Governor joins an Academy within the Trust, he shall be required to complete and sign a registration form (with details required for the Trust) in which the Local Governor agrees to comply with:

- The Articles;
- The Funding Agreements;
- These Terms of Reference;
- Any terms of reference of sub-committees which may apply to that Local Governor.

5.4.5 Each Local Governor shall be required to attend training

5.4.6 Each Local Governor shall also be required to take part in regular self-reviews and is accountable for meeting his or her own training and development needs. It is a Local Governor's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.

## **6 ACCOUNTING OFFICER**

- 6.1 The Accounting Officer has been appointed by the Trustees to undertake the role of Accounting Officer and to have overall responsibility for leading the other Headteachers in creating the future of the Trust, working with the Trust to implement its strategic vision. The Trustees delegate to the Accounting Officer such functions and powers as are required to fulfil the duties outlined in the Accounting Officer's role description as determined by the Trustees from time to time.

## **7 RESPONSIBILITIES OF THE HEADTEACHER**

- 7.1 The Headteacher shall be responsible to the Trustees via the School Development Board for the leadership and management of the Academy, including, in particular for:-
- 7.1.1 Securing outcomes for pupils/students (attainment and progress)
  - 7.1.2 Implementing the agreed policies and procedures;
  - 7.1.3 Advising the School Development Board on strategic direction, forward planning and quality assurance;
  - 7.1.4 Advising the School Development Board and/or the admissions committee of the Academy on the admission of pupils (provided always that admissions appeals shall be considered by a panel established by the Trustees);
  - 7.1.5 Managing the delegated budget and resources agreed by the Trust;
  - 7.1.6 Advising the School Development Board on the appointment of the Deputy Headteacher and such other senior posts as the School Development Board may determine;
  - 7.1.7 The appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or CEO), the salary grading, allocation of duties, appraisal and discipline of all staff in accordance with the Trust's human resources policies and procedures and best practice for HR and recruitment;
  - 7.1.8 The maintenance of good order and discipline by the pupils including their suspension and/or exclusion; and
  - 7.1.9 All such additional functions as may be assigned under the Headteacher's job description or contract of employment.

## **8 ROLE OF THE CHAIR**

- 8.1 The Chair shall:
- 8.1.1 Meet regularly with the Headteacher;
  - 8.1.2 Preside over efficient School Development Board meetings by establishing effective working procedures; and
  - 8.1.3 Be accountable to the Accounting Officer and to the Trustees for the operation of the Academy and shall meet with the Accounting Officer, the Headteacher and the Trustees at such times as may be reasonably required.

## **9 CONFLICTS OF INTEREST**

- 9.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions and procedures which apply to the Trustees in the Articles with regard to having a Personal Financial Interest shall also apply to the Local Governors.
- 9.2 Any Local Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Local Governor shall disclose that fact to the School Development Board as soon as he becomes aware of it. A Local Governor must absent himself from any discussions of the School Development Board in which it is possible that a conflict will arise between his 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).

## **10 MEETINGS OF SCHOOL DEVELOPMENT BOARD**

- 10.1 The School Development Board shall meet at least 6 times an academic year and shall hold such other meetings as may be necessary. A quorum must be present, being three or one third of the total number of Local Governors then in office, whichever is the greater.
- 10.2 All meetings shall be convened by the Clerk, who shall send the Local Governors and the Headteacher written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 10.3 A special meeting of the School Development Board shall be called by the Clerk whenever requested by the Chair or at the request in writing of any three Local Governors or of the Headteacher. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may, with the approval of the Headteacher, waive the need for seven clear days' notice of the meeting and substitute such notice as he thinks fit.
- 10.4 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.
- 10.5 If the number of Local Governors assembled for a meeting of the School Development Board does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the School Development Board the number of Local Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.6 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.
- 10.7 Every question to be decided at a meeting of the School Development Board shall be determined by a majority of the votes of the Local Governors present and voting on the question. Every Local 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.
- 10.8 A Local Governor may not vote by proxy.
- 10.9 No resolution of the School Development Board 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.
- 10.10 Any Local Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the School Development Board at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

- 10.11 A resolution in writing or in electronic form, signed (or submitted in electronic form) by a majority of all the Local Governors (or all of the members of a committee of the School Development Board), shall be valid and effective as if it had been passed at a meeting of the School Development Board or (as the case may be) a committee of School Development Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed (or submitted in electronic form) by one or more of the Local Governors (or the members of a committee, as the case may be).
- 10.12 Any Local Governor shall be able to participate in meetings of the Local Governors by telephone or video conference provided that he has given reasonable notice to the Clerk and that the Local Governors have access to the appropriate equipment.
- 10.13 Minutes must be prepared of all School Development Board meetings and meetings of all sub-committees. Drafts of those minutes must be sent to all attendees and to Accounting Officer no later than 14 days after the date of the meeting. Final minutes, as approved by the Local Governors, must be sent to the Accounting Officer within 7 days of approval.
- 10.14 School Development Boards may take decisions via email including if necessary counting a nil return as agreement with a recommendation. All such decisions must be recorded at the next formal meeting and a note made in the minutes.

## **11 DELEGATION OF FUNCTIONS AND COMMITTEES**

- 11.1 In CBAT, School Development Boards act mainly without committees.
- 11.2 However, the School Development Board may establish committees as are necessary to carry out its responsibilities (which would include other Trust wide responsibilities including Health and Safety), as determined by the School Development Board and/or the Trust, (together, “**Committees**”) and the powers of any such Committees, their terms of reference and membership shall be determined by the School Development Board.
- 11.3 Membership of any committee responsible for personnel matters shall include the Headteacher.
- 11.4 The Committees may include members who are not Local Governors with agreement of the Executive Team.
- 11.5 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Local Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 11.6 Copies of the non-confidential minutes of Committee meetings are to be circulated to the School Improvement Board.

## **12 RULES AND BYELAWS**

- 12.1 The School Development Board 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.

## **13 AMENDMENT OF TERMS OF REFERENCE**

- 13.1 These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time. In the event that amendments are made, the Trust shall notify the Chair of each School Development Board, who shall be expected to make the other Local Governors aware of such changes.
- 13.2 This document shall be subject to review at least at the first meeting of the Trustees in each academic year.



## 14 EFFECTIVE DATE

14.1 These Terms of Reference shall come into effect, in relation to a School Development Board, on the establishment of the School Development Board.

## 15 INTERPRETATION

15.1 In this document:-

“Academy”	means the Academy which is one of the academies of the Trust;
“Accounting Officer”	means the person appointed by the Trustees as an employee to act as the Accounting Officer for the Trust;
“Articles”	means the Articles of Association of the Trust;
“CFOO”	means the person appointed by the Trustees as an employee to oversee the financial aspects of the Trust;
“Clerk”	means the person appointed to act as clerk to the School Development Board ;
“Company Secretary”	means the person appointed to act as the company secretary of the Trust or any other person appointed to perform the duties of company secretary to the Trust;
“Conversion Date”	means the date on which the Academy opened, as set out in the Funding Agreements;
“Funding Agreements”	has the meaning given to it in paragraph 2.1;
“Headteacher”	means the member of staff at the Academy who is appointed by the Trust (in accordance with the terms of this document and his or her contract of employment, as may be amended from time to time) to have overall day to day control of and responsibility for the leadership and management of the Academy;
“Local Governor”	means a member of the School Development Board;
“School Development Board ”	means the School Development Board for the Academy, being a committee of the main Trust Board, constituted as provided by paragraph 3;
“Parent Local Governor”	means a Local Governor elected or appointed in accordance with Articles 54 – 56;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Local Governor as further detailed within Article 6 of the Articles;
“Predecessor School”	means a maintained school which converted under the terms of the Academies Act 2010 to form the Academy;
“Scheme of Delegation”	means the scheme of delegation established by the Trust in respect of the Academy (as amended from time to time by the Trustees), setting out the level of decision-making permitted for the overall governance and management of the Trust and the Academy;
“Staff Local Governor”	means a member elected to the School Development Board by members of staff at the Academy pursuant to paragraph 3.2;
“this document”	means these Terms of Reference;
“the Trust”	means Cotswold Beacon Academy Trust, company number <b>07692339</b> ; and
“the Trustees”	means those persons appointed as directors (under company law) and trustees (under charity law) of the Trust.

15.2 Unless the context requires otherwise, a reference to:-

15.2.1 A numbered paragraph is a reference to the paragraph so numbered in this document (or the sub-paragraph, as the case may be), and

15.2.2 Words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.