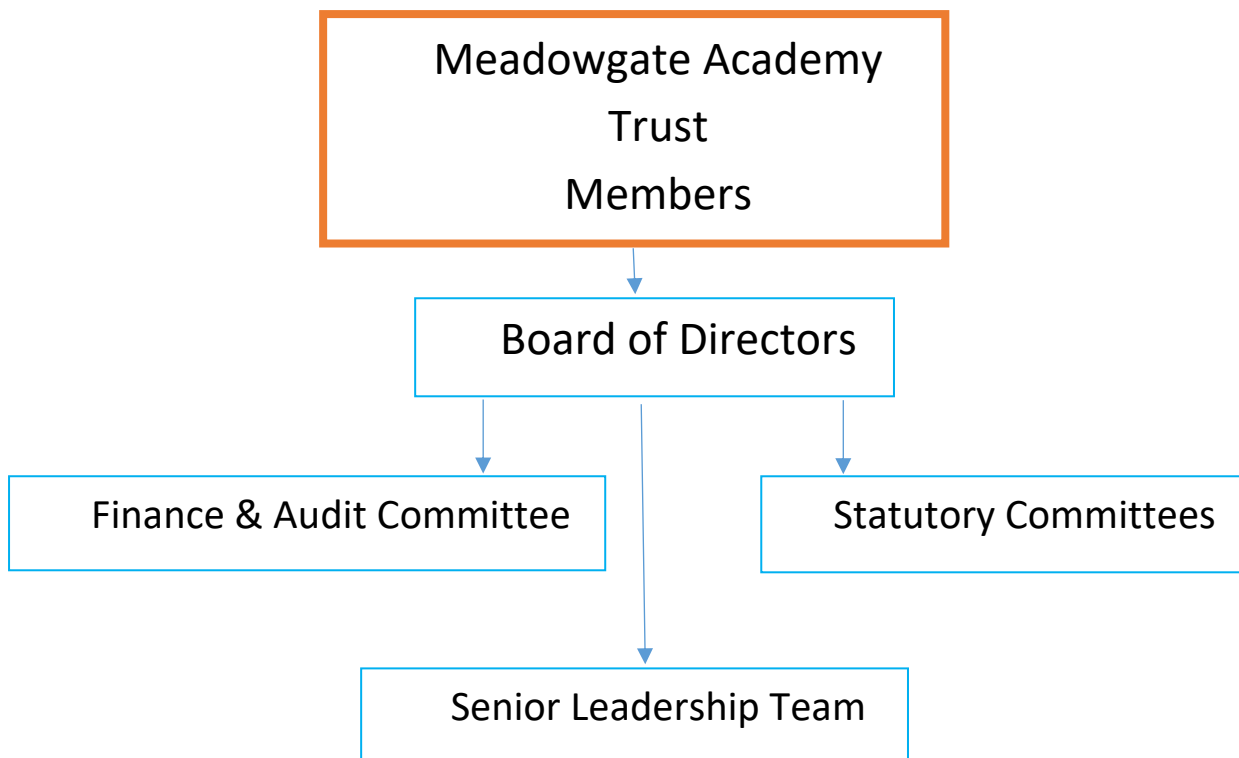




Governance Structure

Terms of Reference



Terminology

Members: group who sign the Memorandum for the Meadowgate Academy Trust and appoint Directors.

Directors: listed at Companies House. They attend meetings of the Board of Directors in accordance with the Articles of Association for the Multi Academy Trust.

Members

Terms of Reference

- Affinity Multi Academy Trust should consist of at least three members, but there may be more. The members are the subscribers to the Memorandum and include the Chair of the Directors.
- Affinity Multi Academy Trust, as a company, enters the Funding Agreement with the Secretary of State and is thus legally responsible both to the Secretary of State and to parents and pupils for the running of the Trust. However the Directors in practice exercise the powers and carries out the duties of the Trust.
- The liability of the Members is limited, as with any company limited by guarantee, by the amount of the guarantee undertaken by the Member – this is set at £10 in the Articles of Association.
- The Members are responsible for the statutory and constitutional affairs of the company and the management of Meadowgate Academy Trust.
- Members operate at a strategic level. They oversee the achievement of the objectives of the multi Academy Trust. They have the power to amend the Articles and appoint and remove some Directors.
- The Members meet as and when required.
- The Executive Head is invited to attend all meetings.
- The quorum for meetings is at least two Members and the attendance of the Executive Head.
- Members should keep the Directors fully informed by appointing a clerk to record minutes of all meetings, including Board of Directors meetings which will then be circulated to all Directors. The Clerk will also circulate agenda for each meeting at least seven days prior.
- Should there be an even number of Members present at a meeting and there is a split vote the Chair (or vice chair in the absence of the Chair) will have the casting vote.
- The Chair and Vice Chair will be appointed for a period of 2 years. The terms of office will be staggered to ensure both positions do not fall due for election in the same year.

The Articles of Association agreed with the Department for Education are attached to the Funding Agreement.

Board of Directors

Terms of Reference

- The Directors have overall responsibility and ultimate decision making authority for all the work of the Company. This is both exercised through strategic planning and the setting of policy which is managed through the business planning, monitoring of budgets, performance management, and setting of standards and the implementation of quality management processes.
- The Directors have a duty to:
 1. Comply with any lawful directions issued by the Members;
 2. Act in the fulfilment of the Company's objectives;
 3. Have regard to the advice of the Members in respect of upholding the Company's objectives.
- The Directors will have due regard to the Articles of Association.
- Quorate is one-third.
- The Executive Head is invited to attend all meetings.
- Should there be an even number of Directors present at a meeting and there is a split vote the Chair (or vice chair in the absence of the Chair) will have the casting vote.
- The Director to be appointed with responsibility for SEND, LAC and Safeguarding / Child Protection.
- The Chair and Vice Chair will be appointed for a period of 2 years. The terms of office will be staggered to ensure both positions do not fall due for election in the same year.
- The Board of Directors is responsible for ensuring that high standards for corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling the strategic leadership role in the operation of the Trust, addressing such matters as:
 - ❖ Policy development and strategic planning for the continuous drive for improvement. ❖ Ensuring sound management and administration of the Trust and the Academies.
 - ❖ Ensuring compliance with general legislative requirements covering education, employment, property and health and safety regulations.
 - ❖ Establishing and maintaining a transparent system of prudent and effective internal controls.
 - ❖ Management of the Trust's financial, human and other resources.
 - ❖ Monitoring performance and the achievement of objectives and ensuring that plans for improvement are acted upon.
 - ❖ Assisting the academies to be responsive to the needs of parents and the community and making them more accountable through consultation and reporting.
 - ❖ Setting the Trust's standards of conduct and values.
 - ❖ To hold account the Executive Head and the Headteacher of each Academy.

The Articles of Association agreed with the Department for Education are attached to the Funding Agreement.

Finance and Audit Committee

Terms of Reference

Purpose statement

- ❖ To assist the decision making of the Board of Directors by enabling more detailed consideration to be given to the best means of fulfilling the Trust responsibility to ensure sound management of the Academies' finances and resources.
- ❖ To ensure the Academies have strategic plans in place to deliver effective teaching and learning within the Academies' budgets.
- ❖ To make appropriate comments and recommendations on financial matters to the Board of Directors on a regular basis.
- ❖ To adhere to the current Academies Financial Handbook.

Membership

- ❖ The committee will comprise a Chair (who will also be a Director) and not less than two other directors, a representative from each Academy, Headteacher of each Academy and the Executive Head.
- ❖ The Finance Manager will attend the meetings but as a non-voting member.
- ❖ Quorum will be the Executive Head plus at least two Directors.
- ❖ Should there be an even number of Members present at a meeting and there is a split vote the Chair (or vice chair in the absence of the Chair) will have the casting vote.
- ❖ The Chair and Vice Chair will be appointed for a period of 2 years. The terms of office will be staggered to ensure both positions do not fall due for election in the same year

Powers of Recommendation

- ❖ The committee shall recommend to the board of Directors a summarised annual income and expenditure budget and the annual report and accounts.

Powers of Approval

- ❖ The committee shall have approval over the detailed annual income and expenditure budget and lettings, and shall monitor income and expenditure against budget. The committee shall also approve contracts that exceed a value of £7,000.

Power of Delegation

- ❖ The committee delegate day-to-day financial matters to the Executive Head and the Finance Manager.

Meetings

- ❖ The committee shall meet not less than once a term, and shall keep minutes. The minutes will be distributed to all members by the Clerk, and will be available to any Director and Governor.
1. To consider the Academies indicative funding annually by the DfE, and to assess implications for the Academies in consultation with the Executive Head and Finance Manager, drawing any matters of significance or concern to the Board of Directors.

2. To ensure the financial procedures and arrangements required by law, DfE, and Auditors are in place and are properly implemented to the best of their knowledge.
3. To appoint a Responsible Officer to undertake duties outlined in the Academies Financial Handbook and who will provide reports to the Finance and Audit Committee.
4. To oversee the long-term strategic planning of the finances of Meadowgate Academy Trust.
5. To oversee the preparation of the annual budget plan and to ensure it links to the Academy Action Plan priorities agreed by the Local Governing Bodies.
6. To recommend the final budgets for approval to the Board of Directors.
7. To agree the level of delegation to the Executive Head and Headteachers for the day-to-day financial management of the schools.
8. To monitor expenditure and ensure corrective action is taken where necessary.
9. To evaluate spending and ensure value for money in raising standards in education.
10. To monitor income and expenditure of all public funds in according to an agreed timescale.
11. To approve transfer between budget headings within agreed limits i.e. virements.
12. To ensure accurate accounts are kept.
13. To ensure key financial decisions are properly recorded.
14. To authorise signatories for the school bank accounts.
15. To ensure a register of pecuniary and business interests for Directors and staff is kept open to inspection.
16. To review and approve the Academies' charging and remissions policies.
17. To make decisions in respect of service agreements and contracts.
18. To determine in each school year the sum of monies available for expenditure on salaries. If appropriate, to liaise closely with the relevant working group to ensure appropriate levels of finance are available to ensure that teachers are properly rewarded within the structure established by the School Teachers' Pay and Conditions Document. This includes liaison over the staff complement and the results of any recommendations resulting from the performance Management Review.
19. To determine the salaries of all other staff employed by the school, taking in to account the recommendations of the relevant pay review bodies.
20. To ensure cash in the Academies is held securely.
21. To prepare the financial statement to form part of the annual report of the Board of Directors in accordance with Companies Act and Charity Commission requirements.
22. To receive Auditors' reports and to recommend to the Board of Directors action as appropriate in response to audit findings.
23. To recommend to the Board of Directors the annual appointment of external Auditors for the Academy audit of accounts.

Statutory Committees

1. Hearings Committee

- The committee will comprise of the Board of Directors who can be called upon to form a panel of three Directors to conduct a hearing.
- Any Director with prior knowledge of the issue to be heard, or staff Director will be disqualified from being a member of the Panel.
- The Clerk to take confidential minutes of the Panel hearing.
- Purpose is to listen to the issues and make a determination under personnel procedures (guidance from EPM) if relevant to the issue / person.

2. Appeals Committee

- The Committee will be comprised of the Board of Directors who may be called at any time to form a Panel of three Directors to conduct a hearing.
- Any member from the Hearings Panel, any staff Director, or anyone with prior knowledge of the appeal are disqualified from being a member of the Panel.
- The Clerk will take confidential minutes of the Appeal Panel.
- The purpose is to make a determination on appeal after a decision by the Hearing Committee under personnel procedures when relevant.

3. Performance Management Committee

- To fulfil the statutory requirements of Headteacher Performance Management which will include the Principle and any Academy or Free School Headteacher transferring to Meadowgate Academy Trust.
- Members to be the Chair of Directors; Chair of the relevant Local Governing Body and one other Director.
- To act as the Pay Review Committee in the Pay Policy, ensuring staff appraisals have been completed.

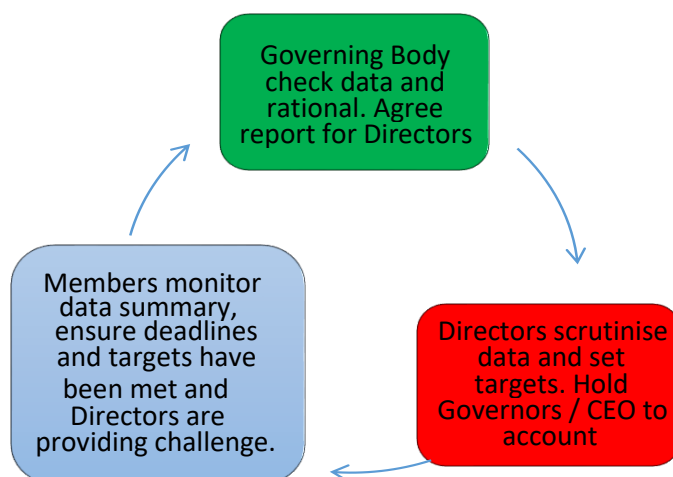
Members

Peter Wood
Sandra Willatt
Robin Hall

Directors

Chairperson	Lynne Pritchard
Chair of F&P Committee	Charles Boston
Health & Safety Director	Natalie Frost
Chair of Audit Committee	Rita Drinkwater
Safeguarding Director	Lorraine Daniels
Chair of Curriculum Committee/ Safeguarding Director	Anne Hancock

Annual Data Reporting Cycle



September Academic Safeguarding	October Safeguarding (County Report) Annual Academic	November	December Attendance Academic	January Attendance (Census) Interim Academic	February
March Academic Attendance Staff Appraisal / Teaching Standards	April Staff (Appraisal) Teaching Standards Interim Academic	May	June Pupil Behaviour	July Pupil Behaviour Academic Target Setting Annual summary report	

Academic – termly monitoring sheets to Governing Bodies. Annual data and analysis to Directors (including outcomes of statutory / national testing). Interim reports to monitor progress / targets. Annual Target setting. Summary annual report to Members.

Attendance – Census Data

Behaviour – Data and case studies on the number and level of physical interventions (Incident Records Medical Records and Team Teach / physical intervention records).

Safeguarding – Child Protection / Child In Need and Core Group Data (Report for Safeguarding Board)

Staff – Data on teaching lesson observations and appraisal outcomes linked to pay recommendations for September.