

Scheme of Delegation and Terms of Reference



ENFIELD
LEARNING TRUST
BE INCLUDED

Version and Date		Action/Notes	Date Approved	Date to be Reviewed
6.0	07.03.18	Approved by Board of Trustees	20.03.18	1 Year - 2019

Introduction

Enfield Learning Trust (“the Trust”) operates a number of primary schools¹. It 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 and the Charity Commission. The Objects are:-

a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by:

i. 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”);

ii. providing childcare facilities and adult training to develop the capacity and skills of parents-to-be and parents with children primarily but not exclusively under five in such a way that they are better able to identify and help meet the needs of children;

b. promoting in the areas in which the Academies are situated the physical, intellectual and social development of primarily but not exclusively children under five especially those who are socially and economically disadvantaged;

c. developing the capacity and skills of those inhabitants of the areas in which the Academies are situated who are socially and economically disadvantaged in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society;

d. relieving poverty among the inhabitants of the areas in which the Academies are situated;

e. relieving unemployment in the areas in which the Academies are situated for the benefit of the public in such ways as may be thought fit, including assistance to find employment;

f. advancing the health of the inhabitants of the areas in which the Academies are situated; g. to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and

¹ In legal terms the schools are academies but the ethos of the Trust is to describe them as schools

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 in-habitants.

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

1. Members, the equivalent of shareholders in a commercial limited company, and
2. Trustees who are the directors of the company and who together comprise the Trust Board (“TB”) and who report to and are accountable to the Members.

Member Responsibility and Function

The Members have overall nominal responsibility for the Trust but they exercise their functions through the TB. Each Member guarantees 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:

1. To appoint and remove Trustees
2. To maintain the Membership and to appoint Members
3. To approve any proposed changes to the Articles of Association
4. To receive the annual accounts of the Trust

There must at all times be at least 3 Members and it is generally regarded as good practice to have 4 or 5 so that in the event of an unexpected vacancy there is no hiatus in the discharge of member functions.

Trustee Responsibility and Function

The TB has overall responsibility for the operation of the schools. It delegates functions that are specific to the individual schools to committees – known as Local Governing Boards (“LGB”).

The Chief Executive Officer (CEO) provided for in the Articles, the Deputy Chief Executive Officer/ Chief Financial Officer (DCEO/CFO), working under the immediate direction of the CEO, has delegated responsibility for the day to day operation of the Trust and each school has a Headteacher (“HT”) who reports to the CEO and has responsibility for the operation of the individual school/s.

In addition, the TB may appoint additional members of committees of the TB (as distinct from LGBs) on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless a majority of those attending the meeting at which the vote is taken are Trustees.

The Trustees are the directors of the trust and are the equivalent of 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

This document, which is required to be reviewed annually, sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate. Appendix One shows the delegation process for a range of decisions that arise and Appendix Four sets out the general requirements in relation to calling and attending meetings and voting.

Personal Benefit and Conflicts of Interest

Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles contain extensive provisions governing this and the limited extent to which any Trustee may take a personal benefit from the Trust – generally only in very limited circumstances – and these provisions are set out in full in Appendix Three.

In relation to conflicts of interest the Articles provide:-

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 his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his 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.

Articles 6.5-6.8A are reproduced in Appendix Three

The Nolan Principles of Public Life

All Trustees and those with delegated responsibility are required to observe the Nolan Principles which are:-

1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. Leadership

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

Trust Board Composition

1. Up to 8 Trustees appointed by the Members,
2. The CEO if the Trustees so determine and the CEO agrees to act
3. Any Trustees co-opted by those Trustees who are not themselves co-opted Trustees.

The TB must also include at least 2 parent trustees if at any time there are no LGBs or the composition of all LGBs does not provide for elected or appointed parent local governors.

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 TB focuses on the three core functions of governance:

1. Ensuring clarity of vision, ethos and strategic direction;
2. Holding the CEO to account for the educational performance of the schools and their pupils, and the performance management of staff; and
3. Overseeing the financial performance of the Trust and making sure its money is well spent.

Retained responsibilities:

- Deciding upon major strategic and legal aspects such as:
 - Establishing a new school
 - Discontinuing or merging existing ones
 - Disposal of land otherwise for operational letting or hire purposes
 - Amending the Articles of Association
- Adopting the strategic plan for the Trust which will include individual strategic plans for each school
- Procurement requiring the publication of OJEU advertisements

- Procurement of any contract with a value requiring TB approval under the Trust's Financial Scheme
- Approving the annual accounts of the Trust
- Ensuring that all regulatory requirements are met
- Recommending appointment of Members and Trustees
- Appointing members of LGB and co-opting additional Trustees including conducting skills audits as required
- Ensuring that all Trustees and members of LGB are appropriately trained
- Approving all policies that the Trust by law is required to maintain other than those delegated to the to a Committee. All policies originate from the CEO. A schedule of policies is attached as Appendix Two.
- Determining each year the scheme of delegation and terms of reference including approving the membership of all committees
- Determining each year the Trust's Financial Scheme specifying delegated spending authorities and financial management
- Determining admission arrangements for each school
- Establishing arrangements for independent appeals against refusals to admit pupils to an school
- Establishing arrangements for independent review panels to review permanent exclusions
- Permanent appointment the Executive Leadership Team which consists of:
 - Chief Executive Officer (CEO)
 - Deputy Chief Executive Officer (DCEO)
 - Chief Operations Officer (COO)
 - Chief Financial Officer (CFO)
 - Executive Headteacher (EXHT)
- Monitoring the financial performance of the Trust and holding the CEO to account for this
- Monitoring the use of the pupil premium and other earmarked or dedicated funds
- Monitoring all Human Resource aspects
- Determination of staff pay and conditions
- Performance management of CEO
- Disciplinary, capability and grievance aspects relating to CEO, Executive Leadership Team and HT
- Establishing and implementing the concluding panel stage of the complaints procedure including ensuring the presence of at least one independent person on the panel
- Securing, by appointing an audit committee or otherwise, that the audit functions required by the Academy Financial Handbook are fulfilled
- Agree School Development Plan
- Review progress against School Development Plan
- Review each school curriculum plan
- Approving the overall budget for the Trust and its devolution to each school
- Detailed consideration of the annual budget including consideration of
 - The extent to which funds are retained for central services not directly related to individual schools
 - The allocation of central funds for the purposes of each individual school, which will be based mainly but not solely on pupil numbers
 - The allocation of an envelope of funds to each individual school to be applied at the discretion of the CEO

- Approving all financial and procurement policies
- Review pupil premium plan
- Monitor implementation of pupil behaviour policies
- Monitor implementation of Health and Safety Policy

Chair's Emergency Powers

The Chair, 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 school within the Trust, any pupil or employee of the Trust or any other member of the school community as the Chair may think fit 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 LGB in the time necessary to protect such interests

CEO Responsibilities

- Provide strategic and operational leadership of the Trust
- Responsible for the internal organisation management and control of the Trust and specifically:
 - Development of Trust-wide strategies and strategies for individual schools for TB approval
 - Determining and implementing curriculum provision and assessment and specifically (at Trust level):
 - Monitoring all aspects of the curriculum and curriculum delivery
 - Monitoring pupil issues including behaviour and exclusions
 - Monitoring all aspects of SEN
 - Monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy
 - Monitoring all equality aspects including the Public-Sector Equality Duty
 - Monitoring and securing all aspects of readiness of inspection
 - Securing performance management of all staff
 - Disciplinary, capability and grievance aspects relating to HT and Executive Leadership Team
 - Dealing with formal complaints against the Trust in accordance with the Trust complaints policy
 - 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 at Trust level
- Performance Management of HT and the Executive Leadership Team
- Disciplinary, capability and grievance aspects relating to HT and the Executive Leadership Team
- Detailed formulation and development of all policies required by the Trust
- Ensuring compliance with Data Protection and Freedom of Information requirements throughout the Trust and reporting as necessary to the TB
- Ensure compliance with the Academies Financial Handbook, Trust financial regulations and internal controls
- Reporting at least termly to the TB

DCEO/CFO (working with and under the overall direction of the CEO)

- Performing all functions of the CEO in the absence of the CEO

- Such other functions as may be delegated to the DCEO/ CFO by the CEO
- Secure the functionality of business to drive extensive and sustainable growth
- Ensure the effectiveness and efficiency of the Trust by providing strategic leadership for the Trust
- Ensure that the Trust meets all legislative and statutory requirements, including safeguarding and those required by Companies House, the Charity Commissioners, EFSA and the DCSF
- Ensure compliance with the Academies Financial Handbook, Trust financial regulations and internal controls
- Be responsible for the efficiency of business
- Provide professional advice to HT and the Executive Leadership Team
- Provide financial leadership of the Trust
- Secure financial probity and value for money including compliance with the Academies Financial Handbook
- Prepare and maintain the Trust's Financial Manual
- Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual schools and determining sums to be delegated to each LGB for local spending, for TB approval
- Reporting termly to the TB

COO (working with and under the overall direction of the CEO/ DCEO)

- Oversee the organisations operations and procedures to ensure compliance
- Ensure compliance with the Academies Financial Handbook, Trust financial regulations and internal controls
- Provide day to day strategic operational leadership of the Trust
- Delivering the functional support which includes ICT, HR, Asset Management, Finance, Procurement and Risk Management
- Provide professional advice to HT and the Executive Leadership Team
- Leading the effective management and review of operational policies and establishing policies that promote Trust culture and vision
- Maintaining effective management and administrative processes and procedures

HT/ ASHT Responsibilities

Note: An Associate Headteacher (ASHT) works under the direction of the CEO and the CEO takes the overall responsibility as the Headteacher. An Associate Headteacher will be required to fulfil the HT responsibilities listed below.

- Work under the direction of the CEO
- Provide strategic and operational leadership of the school
- Responsible for the school budget ensuring best value at all times and that budgets are not overspent
- Ensure compliance with the Academies Financial Handbook, Trust financial regulations and internal controls

- Responsible for the internal organisation management and control of the school and specifically:
 - Implementing Trust-wide strategies and strategies
 - Determining and implementing curriculum provision and assessment and specifically:
 - Monitoring all aspects of the curriculum and curriculum delivery
 - Monitoring pupil issues including behaviour and exclusions
 - Monitoring all aspects of SEN
 - Monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy
 - Monitoring all equality aspects including the Public Sector Equality Duty
 - Monitoring and securing all aspects of readiness of inspection
 - Performance management of all school staff
 - Disciplinary, capability and grievance aspects relating to staff within the school
 - Dealing with formal complaints against the school in accordance with the Trust complaints policy
 - Ensuring 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 at school level
- Disciplinary, capability and grievance aspects relating to school staff
- Implementation of all policies required by the Trust
- Ensuring compliance with Data Protection and Freedom of Information requirements throughout the school and reporting as necessary to the CEO
- Reporting at least termly to the LGB

LGB for each school

Composition: 7 local governors comprising

- Chair appointed by the TB
- HT
- 1 Staff Local Governor
- 2 Parent Local Governors to be elected
- 2 other members appointed by the TB

Term: 4 years

Quorum: 3 Governors

Meetings: At least one in each school term

Delegated responsibilities:

- Securing, maintaining and improving educational standards
- Reporting to the TB on the overall performance of the school and specifically on any aspects of concern either to the LGB or to the TB
- Monitoring of educational outcomes in the school
- Appointment of staff working at the school in accordance with Trust policies
- Monitoring all aspects of safeguarding, SEN, equality and pupil welfare

- Dealing with the regulatory requirements of admissions and exclusions through designated committees of the LGB
- Liaising with the TB, CEO and Executive Leadership Team on all aspects of policy setting as they may respectively require
- Health and Safety aspects relating to the school
- Complaints relating to the school

Admissions Sub-Committee of the LGB

Composition: All LGB members and such others as may be appointed by the TB

Quorum: 2 for decisions on individual admission applications, 3 for all other meetings

Meetings: As required on seven days' notice other than meetings to determine individual admission applications which may be convened without notice

Outline of responsibilities:

- To advise the TB on any aspects of admissions and the admission arrangements for the school that may be relevant including reporting on admission patterns and matters of concern
- To respond when required by the TB to any proposal to amend the admission arrangements
- To consider and decide upon each application for a place at the school including reviewing and confirming the ranking of applications as advised by the local authority at the point of normal entry to the school, i.e. at Year R

Rapid Improvement Board (in place of a LGB when a school is in need of rapid improvement)

Composition:

- Trustee – to be appointed as Chair by the TB
- Chief Executive Officer
- HT or ASHT of the school
- Parent Governor to be appointed by the TB
- 2 other members appointed by the TB
- Additional members will be invited to join the group as appropriate

Term: The Board will remain operational until the school is judged to be good or the required improvements have been made. Once the school becomes has achieved this a LGB will be formed.

Quorum: 3 members

Meetings: At least one in each school half term

Delegated responsibilities:

- Ensure that there is a co-ordinated approach to the implementation of the School Improvement Plan that is focused on bringing about rapid and sustained improvement
- To receive regular updates on progress regarding the School Improvement Plan
- To ensure effective communication between the Rapid Improvement Board, the school and ELT

- The Board will keep the Trustees informed of progress via minutes of the meetings and updates from the CEO
- Appointment of staff working at the school in accordance with Trust policies
- Monitoring all aspects of safeguarding, SEN, equality and pupil welfare
- Dealing with the regulatory requirements of admissions and exclusions through designated committees of the LGB
- Liaising with the TB, CEO and Executive Leadership Team on all aspects of policy setting as they may respectively require
- Health and Safety aspects relating to the school
- Complaints relating to the school

Note

The process of dealing with in-year applications for places may be delegated to the local authority as a matter of administrative convenience but deciding the outcome of each application is the responsibility of the Trust and as a matter of law the local authority has only an advisory power.

Pupil Exclusions Sub-Committee of the LGB or RIB

Composition: All LGB members other than employees of the Trust and such others as may be appointed by the TB

Quorum: 3

Meetings: In accordance with statutory requirements

Outline of responsibilities:

- To consider all parental representations in relation to any pupil exclusion
- To meet to review all fixed period exclusions in excess of five days and all permanent exclusions whether or not parents make representations or exercise the right to attend

Note: all decisions taken under delegated authority MUST be reported to the next available meeting of the full TB. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

Appendix One

Table of Delegation

Key:

Level 1: Members

Level 2: Trust Board

Level 3: Local Governing Board or Rapid Improvement Board

Level 4: Chief Executive Officer (“CEO”)

Level 5: Deputy Chief Executive Officer/ Chief Financial Officer (“DCEO/ CFO”)

Level 6: Chief Operations Officer (“COO”)

Level 7: Headteacher/ Associate HT (“HT/ ASHT”)

COLUMN TICKED: Action to be undertaken at this level

Key Function	No	Task	1	2	3	4	5	6	7
Governance	1	Approve changes to the Governance structure, Terms of Reference, Schemes of Delegation		x					
	2	Approve changes to the Articles or Funding Agreement (with EFA approval sought)	x						
	3	Appoint and remove the Chair and Vice Chair of the Board		x					
	4	Establish Trust committees		x					
	5	Establish LGB committees		x					
	6	Appoint and remove the Chairs of Committees		x					
	7	Appoint and remove the Chairs of Local Governing Bodies		x					
	8	Appoint and remove Members and Trust Board members	x						
	9	Approve the appointment of Clerk		x					
	10	Review performance of the Board	x						
	11	Review performance of Board committees and LGBs		x					
	12	Review committee membership to ensure each have a diverse and appropriate skill set		x					
	13	Ensure access to training for TB and LGB members and monitor take-up		x					
	14	Change of Trust name	x						
	15	Organise calendar meetings for TB and LGB		x					
	16	Approve and monitor the risk register		x					
Finance	17	Approve Financial Scheme of delegation		x					

	18	Approve, allocate and review the overall Trust budget for financial year		x					
	19	Agree the Trust 3-year financial strategy plan		x					
	20	Monitor the Trust budget throughout the financial year		x					
	21	Local spend decisions							x
	22	Approve use of school reserves				x			
	23	Review and approve banking arrangements						x	
	24	Propose financial and procurement policies						x	
	25	Approve financial and procurement policies		x					
	26	Maintain register of business interests						x	
	27	Fillings at Companies House and the Charity Commission						x	
	28	Enter into contracts or place orders over £150,000		x					
	29	Enter into contracts or place orders between £100,000 and £150,000				x			
	30	Enter into contracts or place orders between £10,000 and £100,000					x		
	31	Enter into contracts or place orders up to £10,000							x
	32	Write off of debts or stock between £5,000 and £25,000		x					
	33	Write off of debts or stock between £1,000 and £5,000					x		
	34	Write off of debts or stock under £1,000						x	
	35	Approve disposal of assets over £25,000		x					
	36	Approve disposal of assets between £5,000 and £25,000					x		
	37	Approve disposal of assets under £5,000						x	
	38	Approve the appointment of external auditors		x					
	39	Compensation payments from up to £10,000				x			
	40	Compensation payments over £10,001		x					
Payroll	41	Approve overtime within delegated budget							x
	42	Approve all other overtime					x		
	43	Approve staff expenses for individual schools							x
	44	Approve HT/ Trust staff expenses and overtime						x	
	45	Approve monthly school payroll						x	
	46	Authorise payroll provider to make payroll payment						x	
Staff & Performance Management	47	Permanent appointments of the CEO/ DCEO/ CFO/ COO/ EXHT		x					
	48	Permanent appointments of HT, ASHT or Head of School and the temporary appointments to the Executive Leadership Team				x			
	49	Participate in appointment of school leadership							x
	50	Appoint other school staff							x
	51	Performance review of CEO		x					
	52	Implementation of disciplinary procedures for CEO/ Executive Leadership Team/ Headteacher/ Associate Headteacher/ Head of School		x					
	53	Participate in performance review of Headteacher and Executive Leadership Team				x			

Policy	89	Accessibility plan		X				
	90	Admissions policy		X				
	91	Attendance policy		X				
	92	Behaviour policy		X				
	93	Charging and Remissions policy		X				
	94	Complaints policy		X				
	95	Data Protection policy		X				
	96	Educational Visits policy		X				
	97	Expenses policy		X				
	98	Freedom of Information policy		X				
	99	Gifts and Hospitality policy		X				
	100	Health and Safety policy		X				
	101	Letting policy		X				
	102	Religious Education policy		X				
	103	Safeguarding policy		X				
	104	Sex Education policy		X				
	105	Supporting pupils with medical conditions policy		X				
106	Staff Discipline, Conduct and Grievance policy		X					
107	Teachers Pay policy		X					
108	Teaching and Learning policy		X					
109	Whistle blowing policy		X					

Appendix Two

Statutory policies (including policies referenced in statutory guidance) maintained by the Academy Trust requiring Trust review and adoption

Note: all required policies are initiated by ELT at the direction of ELT. This Appendix 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 TB will set a review timetable to secure a rolling cycle of review.

CURRICULUM AND PUPIL-RELATED POLICIES

- Admissions arrangements
- Review frequency: Arrangements to be determined annually. Any changes (with limited exceptions) must be consulted on and where no changes are made, consultation is required at least every seven years. The admission arrangements comprise the admissions policy for each academy and any associated documents
- Charging and remissions
- Child welfare and safeguarding policy and procedures
- Review frequency: Annually
- Early Years Foundation Stage (EYFS)
- Pupil Premium
- School behaviour including exclusions
- Sex education
- Special educational needs
- Supporting pupils with medical conditions

Review frequency: The SEN Information Report should be updated annually and any changes to the information occurring during the year should be updated as soon as possible

STAFFING POLICIES

- Teachers pay
- Allegations of abuse against staff
- Restructuring and redundancy
- Staff discipline, conduct and grievance
- Whistle-blowing

Review frequency: At least every two years (Data Protection Registration is annual)

FINANCE AND RELATED POLICIES

- Accessibility plan
- Asset Management
- Health and safety

GOVERNANCE POLICIES

- Complaints
- Data protection
- Equality information and objectives (public sector equality duty) statement for publication

Review frequency: Every four years and publish information annually (see below)

- Freedom of Information
- Scheme of Delegation and Terms of Reference

Review frequency: Annually

- School information published on a website

Review frequency: Live – must be updated as soon as possible after a change and at least annually

Appendix Three

Provisions in the Articles relating to personal benefit

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 of 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 cent 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 do 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.

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.

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 him or her 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 he or she is a Trustee, whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8); or
- d. receive any other financial benefit from the Academy Trust;
- e. unless:
 - i. 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
 - ii. 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 do 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. his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - ii. his or her performance in the employment, or his or her performance of the contract; or

iii. any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her 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 he or she is 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 he or she is 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 his 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 6.2-6.8A:

a. "company" 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 his or her 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.

Appendix Four

Provisions relating to meetings and voting

NB. The Articles contain very detailed provisions regarding the calling of meetings, how they are conducted and voting. What follows is a brief summary and reference should be made to the Articles if particular questions arise.

Calling meetings

Meetings of Members and of Trustees are convened by the Clerk.

Meetings of Members

Members must hold an Annual General Meeting each year. The Trustees decide when and where the meeting is to take place and the Trustees may also call a General Meeting if required. This would normally be to decide on the appointment or removal of Trustees or the amendment of the Articles. The Trustees must call a General Meeting if the Members require them to do so.

14 clear days' notice must be given, i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday two weeks before. However, shorter notice can be given if agreed to by a majority of Members having at least 90% of the right to attend and vote. That means that unless there are 10 Members, a meeting can only be called on short notice if all agree.

The notice of the meeting must state time and place of the meeting and should indicate in general terms what business is to be discussed. It should also state to right to appoint a proxy.

There must be a quorum present – normally specified in the Articles as two people entitled to attend and vote. Although all Trustees are entitled to attend and speak at any Members' meeting they are not entitled to vote and therefore those Trustees who are not also Members do not count in the quorum.

The Members present appoint the chair of the meeting. There is no formal position of Chair of the Members.

Meetings of Trustees

The Trustees must meet at least three times in each school year.

The Chair (or vice-Chair in the absence of the Chair) and any three Trustees may require the Clerk to convene a meeting at any time and the Clerk must convene it as soon as reasonably practicable.

Seven clear days' notice, together with the agenda, must be given i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday one week before, but the Chair (or vice-Chair in the absence of the Chair) can direct shorter notice on the grounds of urgency.

There must be a quorum present which is normally whichever is the greater of three Trustees or one-third (rounded up) of the total number of Trustees holding office at the time – i.e. don't count vacant positions. The quorum required for a vote to remove a Trustee or to remove the chair is two-thirds of

those present and entitled to vote. Note that there are special procedures set out in the Articles that have to be followed to remove the chair or vice-chair from office.

What is a Meeting?

Under the Articles, the definition of a meeting covers not just the situation when all are present but also a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation and telephone conferencing. In other words, a meeting can be convened with people taking part remotely. That covers meetings of the Members (which will only rarely be needed) and meetings of the Trust Board. Members may also “attend” Members’ meetings by giving another person a proxy vote but Trustees and LGB members cannot do this.

The condition for being entitled to attend remotely is that the person concerned has given notice of the intention to do so by giving appropriate contact details at least 48 hours before the meeting. Of course, this also depends on having the necessary equipment! Note that this is a right that an individual Trustee has. The other Trustees can agree not to insist on the 48 hours’ notice.

There is also a provision under which a resolution of the Trustees that all Trustees agree with can be passed by getting each Trustee to sign a copy of the resolution and without having to hold a physical meeting – you can have several copies as long as, in total, every Trustee has signed.

Note that there is no provision for making decisions by email or by separate telephone conversations.

Generally

So far as LGBs are concerned, the Trust Board can specify the procedures to be adopted. Normal good practice indicates that LGBs should follow the same rules. Again as a matter of good practice all meetings of Members, Trustees, LGBs and their respective committees should be clerked. This is especially important in relation to exclusion reviews.

All meetings should be minuted. Minutes should be concise and impersonal. They should record the topics discussed, the main points raised, the conclusions reached and, briefly if appropriate, the reasons for decisions. Where questions and answers need to be minuted as evidence of challenge, it is better practice that the questioner is not identified but the respondent should be.

Reporting back should be by way of tabled minutes. All decisions taken under delegated authority (which **does not** extend to internal organisation management or control of the AT or any constituent school) must be reported also to the next Trust Board meeting. Minutes of those decisions should, therefore, be reported to the Clerk who will ensure that they are tabled for the AT.

Appendix Five

Names of Post Holders

Chair of Trust Board	John West
Vice-Chair of Trust Board	Ann Ball
Trustees	Sarah Turner Androulla Nicou Ann Ball Tony Wilde Margaret Alpine Karen Mautner Alex Monk Stephen Way
Chairs of LGB	Bowes – Rachel Rees Carterhatch – Alex Monk Chesterfield – Charlie Byham Fern House – Tony Wild (RIB) Grange Park – Julie Rayson Hazelbury – Matthew Newstead
Chief Executive Officer	Sarah Turner
Deputy Chief Executive Officer/ Chief Financial Officer	Androulla Nicou
Chief Operations Officer	Estelle Tierney
Headteachers	Bowes – Effie Demetriou Carterhatch Juniors – Helen McGovern Chesterfield – Kaaren Holmes Fern House – Laura Astarita Grange Park – Alyson Cullen Hazelbury – Laura Taylor

Appendix Six

Processes for Appointments by Enfield Learning Trust Trustees

1. All processes described herein should be considered in the context of the principles of “*Safer Recruitment*” as described in the Enfield Learning Trust (ELT) *Safer Recruitment Policy*. As a minimum, records of interviews will be kept, and where candidates are new to ELT two references will be obtained. Where required a DBS check will be undertaken.
2. The appointments covered by these processes are as detailed the ELT Scheme of Delegation. The Trust Board is responsible for the appointment (including co-opting) of Trustees; Chairs of Trust Board Committees, including Chairs of Local Governing Boards; some Local Governors; Rapid Improvement Boards; members of other Trust Board Committees and the ELT senior leaders listed in the Scheme of Delegation.

3. Trustees

The eight Trustees who are appointed by the members may co-opt additional Trustees.

- a. An ad-hoc panel comprising a minimum of two Trustees will be agreed by the Trust Board.
- b. The candidate(s) will be asked to submit a CV.
- c. The panel will interview the candidate.
- d. If the panel decides to co-opt the candidate, a recommendation will be made to the Trust Board for ratification. If the timescale is important, recommendation and ratification can be done via email.

4. Chairs of Local Governing Boards

- a. The Chair of the Trust Board will meet with the candidate, who will usually be an existing member of the Local Governing Board. It may be appropriate for other members of the Trust Board attend this meeting to form a panel.
- b. If the panel decides to appoint the candidate, a recommendation is made to the Trust Board for ratification. If the timescale is important, recommendation and ratification can be done via email.

5. Local Governors

- a. An ad-hoc panel comprising one Trustee, the Chair of the relevant LGB and the relevant Headteacher will be convened.
- b. The candidate(s) will be asked to complete the relevant application form.
- c. The panel will interview the candidate.
- d. If the panel decide to appoint the candidate, a recommendation is made to the Trust Board for ratification. If the timescale is important, recommendation and ratification can be done via email.

6. Rapid Improvement Boards

- a. The Trust Board will appoint a Trustee as Chair of the Rapid Improvement Board (RIB). If the timescale is important, recommendation and ratification can be done via email.

- b. The Parent Governor and two other members of the RIB will be appointed following the process above for Local Governors.

7. Membership of other Trust Board Committees

The Trust Board will agree membership of other Trust Board Committees.

8. Chairs of other Trust Board Committees

Other Trust Board Committees will elect their Chair and recommend to the Trust Board for ratification.

9. Senior ELT Leaders

The selection and recruitment process for permanent appointments to senior executive posts within the central ELT team will be the same as all staff within the Trust, as described in the ELT Safer Recruitment Policy.

The shortlisting and interview panel will include a minimum of one Trustee who is not an employee of ELT.

Signature of Chair of Trustees:	Signature of Chief Executive Officer:
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