

Terms of reference for delegation to the Executive from the Reach South Academy Trust Trust Board

1 Introduction

- 1.1 The purpose of these terms of reference is to provide for the delegation of powers to the Chief Executive Officer and to provide narrative around the relationship between the Trust Board and the Executive Team (as described in clauses 1.4 to 1.5) with a view to ensuring effective leadership and governance.
- 1.2 The relationship between the Trust Board and the Executive Team is characterised as a partnership to realise a common vision and a common purpose.
- 1.3 Over and above these principles, the Terms of Reference and the Roles and functions matrix provides clarity as to who are the decision makers for different levels of decisions.
- 1.4 The Academy Trust's "Executive Team" is the executive management arm of the Academy Trust, focusing on operations and the educational performance of the Academies. They operate under the leadership and direction of the Chief Executive Officer. The Executive Team works directly with the staff in each Academy, the Trust Board Committees and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.
- 1.5 The Executive Team is constituted by:
 - 1.5.1 Chief Executive Officer (Accounting Officer)
 - 1.5.2 Director of Finance (Chief Financial Officer) (also referred to as 'Finance Director')
 - 1.5.3 Deputy Chief Executive Officer
 - 1.5.4 Director of Education
 - 1.5.5 Director of Inclusion
 - 1.5.6 Director of Operations and
 - 1.5.7 Director of HR.
- 1.6 The Central Team comprises the Executive Team together with their respective teams (to include all central employees employed by the Trust but not on the employee list of an Academy).

2 The Chief Executive Officer ("the CEO")

- 2.1 The Trust Board has appointed a CEO whose role is to provide professional leadership, strategic management and direction for the Academy Trust and its Academies. In making that appointment, the Trust Board has complied, and will continue to comply, with the Academy Trust Handbook (**ATH**) in connection with levels of executive pay.
- 2.2 The Members of the Academy Trust have further approved the appointment of the CEO as a Trustee.

2.3 The CEO reports to the Trust Board and shall comply with any reasonable direction by the Trust Board when acting on the Academy Trust's behalf.

2.4 Broadly, the CEO is responsible for:

- 2.4.1 the internal organisation, management and control of the Academy Trust;
- 2.4.2 advising on and implementing the Academy Trust's strategic framework;
- 2.4.3 the implementation of all policies approved by the Trust Board; and
- 2.4.4 any further item identified for the Executive Team under the Roles and function matrix;

subject to any restrictions made by the Trust Board.

2.5 The CEO will formulate aims, objectives, policies and targets for the Trust Board to consider, and will report to the Trust Board on progress at each meeting.

3 The Executive Team

3.1 In fulfilling their role, the CEO is assisted by the Executive Team, in particular:

- 3.1.1 education performance management is delegated by the CEO to the Director of Education;
- 3.1.2 the day-to-day oversight and implementation of the budget is delegated by the CEO to the Director of Finance; and
- 3.1.3 the business plan development and policy coordination and its implementation is delegated by the CEO to the Director of Operations.

3.2 The CEO may delegate such functions across the Executive Team as they may reasonably consider appropriate.

4 The Accounting Officer

4.1 The CEO shall have the role of Accounting Officer as set out in the ATH.

4.2 The Accounting Officer is personally responsible to the Trust Board for ensuring:

- 4.2.1 regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
- 4.2.2 prudent and economical administration, which is concerned with securing value for money;
- 4.2.3 avoidance of waste and extravagance;
- 4.2.4 efficient and effective use of available resources; and
- 4.2.5 the day to day organisation, staffing and management of the Academy Trust.

4.3 The Accounting Officer is required to share the "Dear Accounting Officer" letters from the DfE with Members, Trustees, the Finance Director and other members of the Executive Team.

4.4 Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trust Board (or a Local Governing Body) or the Chair of the Trust Board is

contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trust Board or of any other rules governing the conduct of the Trust Board), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trust Board's functions.

- 4.5 The Accounting Officer may delegate or appoint others, such as the Finance Director, to assist in carrying out these functions.
- 4.6 In accordance with the ATH, the Governance Professional (or the Company Secretary if appointed) shall notify DfE (in practice via the government "Get information about schools" system) within 14 days of appointment of the Accounting Officer.

5 Finance Director

- 5.1 The Trustees shall appoint a Finance Director who shall be the "Chief Financial Officer" for the purposes of the ATH. In doing so, the Trust Board will comply with the Handbook in connection with levels of executive pay.
- 5.2 In accordance with the ATH, the Finance Director is responsible for, along with a wider remit, the following responsibilities:
 - 5.2.1 the day to day management of financial issues;
 - 5.2.2 the preparation and management of the Academy Trust's budget;
 - 5.2.3 the maintenance of effective systems of internal control; and
 - 5.2.4 ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.
- 5.3 The Finance Director is responsible for guiding the Trust Board on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.
- 5.4 The Finance Director shall report to the Trust Board and the Finance Committee at least termly.
- 5.5 The Finance Director shall ensure compliance with the ATH in the preparation of the monthly management accounts which set out the Academy Trust's financial performance and position.
- 5.6 In accordance with the ATH, the Governance Professional (or the Company Secretary if appointed) shall notify DfE (in practice via the government "Get information about schools" system) within 14 days of appointment of the Finance Director.

6 Matters reserved to the Trust Board

- 6.1 Matters which are expressly reserved to the Trust Board are set out in Appendix 3 of the 'Terms of Reference for the Reach South Academy Trust Board of Trustees' or as otherwise specified in the Roles and Function Matrix or as otherwise specified by the Trust Board.
- 6.2 In determining the division of roles between the Trust Board and the CEO (and the wider Executive Team), the Trust Board will have regard to the following principles:
- 6.2.1 non-executive powers must be exercised by the Trustees personally and may not be delegated;
 - 6.2.2 except when it is impracticable to do so, executive powers should be delegated to the CEO, who may authorise further delegation; and
 - 6.2.3 every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

7 Reporting to the Trust Board

- 7.1 The CEO is responsible for the matters delegated to them by the Trust Board but the Trust Board retains responsibility for all strategic decisions in relation to the Trust, which the CEO will ensure are considered by the Trust Board.
- 7.2 In order to assist the Trust Board to safeguard and apply the Academy Trust's assets in the most effective manner, the CEO will ensure that any significant or material matter that arises in the course of the Academy Trust's operations is reported to the Trust Board, including in particular:
- 7.2.1 special risk management issues, including insurance limits;
 - 7.2.2 the avoidance of wrongful or fraudulent trading;
 - 7.2.3 any correspondence from a regulator of a negative nature;
 - 7.2.4 matters which fall within the Charity Commission's definition of 'serious incidents' which require a report to the ESFA;
 - 7.2.5 any matters which require referral to the Trust Board under the scheme of delegation of financial powers;
 - 7.2.6 the acquisition and disposal of assets or liabilities with a value in excess of a % set by the Trust Board of the Academy Trust's net assets or income;
 - 7.2.7 investments and capital projects which are material in the context of the Academy Trust's net assets or income and
 - 7.2.8 contracts which are not in the ordinary course of the Academy Trust's operations.
- 7.3 The CEO (or a member of the Executive Team in his or her absence) shall:
- 7.3.1 provide a report to the Trust Board in writing; and
 - 7.3.2 attend the Trust Board meeting to discuss the report, other relevant issues and answer questions.

7.4 The CEO shall maintain regular contact with the Chair of the Trust Board between Trust Board meetings and share all relevant information with them concerning the welfare and good reputation of the Academy Trust, the Academies and their community.

8 The relationship between the Trust Board and the CEO

8.1 It is the role of the Trust Board to act as a critical friend to the CEO. The relationship between the Trust Board and the CEO should be one of mutual trust, confidence and candour if the Academy Trust is to succeed.

8.2 The Trust Board will support and oversee the work of the CEO and hold them accountable for the authority that is delegated to them and how they exercise it. The Trust Board will not without good cause and consultation (where practicable) interfere in the exercise of the CEO's executive powers and in particular, the role of the CEO in overseeing their work.

8.3 The Trust Board must ask the CEO questions that ought to be asked and to satisfy themselves that the Trust is being properly conducted. The CEO must give the Trust Board enough information to ensure they are fulfilling their duties properly and expeditiously.

8.4 The Trust Board must fully consider any views and proposals relating to any matter within the non-executive powers of the Trust Board which may be submitted to them by the CEO or another member of the Executive Team.

8.5 When exercising his professional judgement, the CEO acts not only as the chief executive officer of the Trust but as an advisor to the Trust Board. Accordingly, the Trust Board should follow the CEO's advice unless they have good reason not to do so.

8.6 The Trustees are entitled to trust the CEO and the wider Executive Team until there is reason to distrust them. However, the Trust Board should exercise reasonable supervision and ask questions that ought to be asked.

8.7 Any issues surrounding the performance of the CEO should be raised directly with the Chair of the Trust Board, and likewise, any concerns the CEO has over the Trust Board or one of its number should be raised with the Chair (or the Vice-Chair in the case of the Chair).

9 Appraisal

9.1 The CEO's performance is appraised annually by the Performance and Remuneration Committee under its terms of reference. The Remuneration Committee shall ordinarily consult with the Executive Team in relation to the performance of the CEO before the appraisal takes place.

10 HR Scheme of Delegation

10.1 The HR scheme of delegation identifies the following categories of senior staff:

- Executive Team – as defined in clause 1.5
- Central Team – as defined in clause 1.6
- Executive Headteachers/ Headteachers/Principals

10.2 The HR Scheme of Delegation is as follows:

Post	Appointment, suspension, dismissal	Performance Management
CEO	Trust Board (acting through committee)	Trust Board (acting through the performance and remuneration committee)
Executive Team	Trust Board (acting through committee) in consultation with the CEO.	CEO with support from Trustees
Central Team (excluding the Executive Team)	CEO or as delegated by the CEO through the Executive Team	Line manager
Executive Headteacher/ Headteacher/Principal	CEO or as delegated by the CEO through the Executive Team	Line manager

11 Adoption and circulation

- 11.1 These terms of reference were approved and adopted by a resolution of the Trust Board passed at a meeting held on [• 00 month year] and take effect from [• 00 month year].
- 11.2 These terms of reference shall be circulated to the Trust Board, the CEO, the wider Executive Team and others at the discretion of the Chair of the Trust Board.

12 Review

- 12.1 These terms of reference will be reviewed by the Trust Board annually.