Isle Education Trust Governance Arrangements

Terms of Reference

Contents

1   Introduction

The arrangements for governance within Isle Education Trust (IET) are reviewed annually to ensure best practice and compliance with legal requirements. This also means that the arrangements remain 'fit for purpose', robust and able to cope with the rapidly changing education agenda.

The core functions of governance continue to be:

- Ensuring clarity of vision, ethos and strategic direction.
- Holding executive leaders to account for the educational performance of the organisation and its students, and the performance management of staff.
- Overseeing the financial performance of the organisation and making sure its money is well spent.

The IET Board needs to have assurances that they can demonstrate accountability for these functions either directly or via the IET Scheme of Delegation.

This document explains the arrangements which will be implemented from September 2019.

2   Background

Like all academy trusts IET are governed through our Memorandum and Articles of Association, our Funding Agreement and the Academies Financial Handbook(AFH).

The IET Board must ensure that all obligations within these documents are met. This includes meeting all Charity and Company Law requirements.

As a Trust we must provide an annual governance statement, which is published under the Academies Accounts Direction (AAD) and this must explain our governance structure.

3 Key Changes for 2019

For 2019 a key factor impacting the education sector is the new Ofsted Inspection Framework (2019). IET has considered the framework and reviewed governance arrangements to ensure that challenge remains rigorous, focused and appropriate.

The curriculum will be at the heart of the new framework and there will be emphasis around:

- Intent
- Implementation
- Impact

The judgement areas will be:

- Quality of Education
- Behaviour and Attitudes
- Personal Development
- Leadership and Management

The 'behaviour and attitudes' judgement will assess whether leaders are creating a calm and orderly environment, where bullying is tackled effectively by leaders when it occurs. While the 'personal development' judgement will recognise the work early years' providers, schools and colleges do to build young people's resilience and confidence in later life, including through participation in sport, music and extra-curricular activities.

The diagram below shows how the judgement areas and criteria would be arranged in to these 4 areas.

Judgements: our working **hypothesis** in detail Ofsted

Quality of education

Intent
- Curriculum design, coverage and appropriateness

Implementation
- Curriculum delivery
- Teaching (pedagogy)
- Assessment (formative and summative)

Impact
- Attainment and progress (including national tests and assessments)
- Reading
- Destinations

Behaviour and attitudes
- Attitudes to learning
- Behaviour
- Exclusions
- Attendance
- Bullying

Personal development
- Spiritual, moral, social and cultural development
- Fundamental British values
- Careers guidance
- Healthy living
- Citizenship
- Equality and diversity
- Preparation for next stage

Leadership and management
- Vision and ethos
- Staff development
- Staff workload and well-being
- Off-rolling
- Governance/oversight
- Safeguarding

Ofsted have also stated that they will:

- Continue to make a single, overall judgement about a provider
- Continue to emphasis safeguarding appropriately
- Reduce the focus on data
- Retain the four-point grading scale
- Wherever possible, reduce workload for teachers, leaders and inspectors

IET could also be subject as a MAT to an Ofsted review. This would normally follow inspections at the academies i.e. stage 1 visits and then a stage 2 visit focusing on the MAT. From the information currently available it would appear that the following principles would be key:

- A clear and shared vision across the trust, with principals, school leaders and governors being aware of this and feeling a sense of ownership;
- Principals and academy leaders feeling supported and respecting and valuing the trust's academy improvement leaders;
- A good balance between the trust's challenge and its support of its academy leaders
- How well a trust 'knows' it academies, including their strengths and weaknesses and how this translates into improvement activity;
- Clarity around the scheme of delegation and the role of local governance
- Trends in pupil data across the trust where improvement is needed
- The quality of training and CPD, with reference to academy leaders' perceptions and links to recruitment / retention
- Effectiveness of support functions such as human resources, finance and estate management functions and demonstrating value for money
- A good balance of autonomy and central oversight –the retention of individuality in trusts' schools
- Academy leaders understand their contribution to the trust

It is essential that the IET Governance model takes this in to consideration and the proposal below aims to address both the Ofsted requirements and the Legal/Corporate requirements of being an Academy Trust.

For further information, see:

https://www.gov.uk/government/collections/education-inspection-framework

4 Levels of Governance

Like all Academy Trusts IET has different levels of governance, Figure 1 below shows the different layers and this document will explain the different responsibilities each area has.
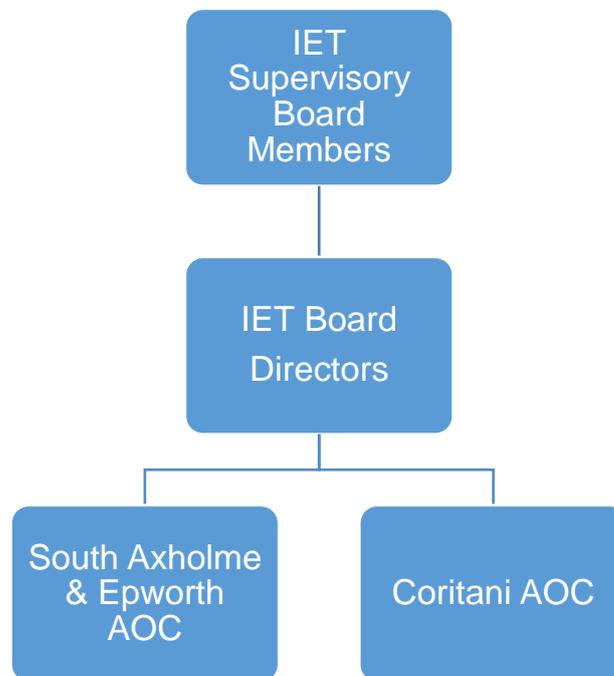
FIGURE 1 - IET GOVERNANCE MODEL 2019-20

5   Definitions

For the purposes of this document the following terms are defined and used:

IET Supervisory Board	Refers to the Members - the group of people who hold the IET Board to account and oversee the overall direction of the Trust
IET Board	Refers to the Directors or Trustees (this document uses the term Director)
CEO CSI	Chief Executive Officer's Challenge Support and Intervention Meeting
Academy Oversight Committee	Refers to the people at Academy /Local level including staff, parents and community representatives.
Academy	Means any school which is established and maintained by Isle Education Trust
The Trust	Means Isle Education Trust
Company Secretary	An officer responsible for ensuring that Board procedures are followed and that applicable rules and regulations are complied with

6 Terms of Reference

6.1 IET Supervisory Board

6.1.1 Role & Responsibilities

As charitable companies limited by guarantee every trust has members who have a similar role to the shareholders of a company limited by shares.

The Members determine the ethos and purpose of IET (the provision of education) and the way it will be governed (which is set out in the Articles of Association).

For IET the Members have formed a Supervisory Board to ensure fulfilment of their obligations.

Key responsibilities of the IET Members are to:

- Be a 'guardian' of the Trust;

- Ensure that the Trust is acting within its Objects as set out in the Articles;

- Safeguard and promote the values and ethos of the Trust;

- Support the Trust and be an advocate for it;

They have the right to attend general meetings of the Trust and can scrutinise the actions of the IET Board but do not have rights to become actively involved.

Members provide an additional layer of accountability (for the fulfilment of the charitable object).

6.1.2 Powers

The Members have ultimate control over the academy trust, in that they:

- are the subscribers to the trust's memorandum of association (where they are founding members)

- may amend the articles of association subject to any restrictions in the articles, the funding agreement or charity law

- may, in certain circumstances, appoint new members or remove existing members

- have powers to appoint and remove trustees in certain circumstances

- may, by special resolution, issue direction to the trustees to take a specific action

- appoint the trust's auditors and receive the trust's audited annual accounts (subject to the Companies Act)

- have power to change the name of the company and, ultimately, wind up the academy trust.

6.1.3 Appointments

IET's original members were the subscribers to the trust's memorandum of association (i.e. founding members). The Department for Education (DfE) have now expressed a preference not to have people employed by the Trust as Members and IET are working towards this model.

Members have recently been recruited through local contacts, people who have previously been ambassadors for the Trust and who also have the appropriate skillset.

Academy Ambassadors has also been used as a means of recruitment.

All potential new Members meet with the existing Members prior to any appointment. A formal resolution is passed when appointing a new member.

6.1.4   Numbers & Quorum
IET must have at least three members and the DfE preference is now to have at least five.

IET recognises that to achieve robust accountability it is desirable to have some separation between those serving as directors and those serving as members. However, the current articles state that the chair of the board of trustees will also be a member, thereby ensuring some link between the two layers.

The number of members that are local authority influenced cannot exceed 19.9%

The quorum for a meeting of the Members is as follows:

- Where there are 3 members - 100%
- Where there are more than 3 members 75% (rounded up to a whole number) of the total number of Members holding office at the date of the meeting.

6.1.5   Chair and Vice Chair
The IET Supervisory Board will appoint a Chair annually.

A Vice Chair is not considered a requirement as the Chair of the IET Board (Directors) would step in to fulfil any obligations should the Chair be unavailable.

6.1.6   Term of Office
Members do not have a term of office as such and are in post until they resign or in exceptional cases are removed.

6.1.7   Frequency of Meetings
Meetings of Members of a Trust are called 'General Meetings' and the decisions they make are called 'resolutions'.

The requirement is to meet at least once per year.

The IET Supervisory Board currently meet 2-3 times per year and receive a quarterly report in summary format.

6.1.8   Clerking
The IET Company Secretary will clerk the IET Supervisory Board meetings. Agenda and papers for each meeting are circulated at least 7 days prior to that meeting.

6.1.9   Committees
There are no committees of the IET Supervisory Board.

6.1.10 Schedule of Business
Please refer to the IET Governance Calendar 2019-20

6.1.11 Current IET Supervisory Board Members and Declarations of Interest
Please refer to the IET website

7.1 IET Board

### 7.1.1 Roles and Responsibilities

The business of the Trust is managed by the IET Board who may exercise all the powers of the Trust as set out in the Articles.

The Board is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Trust, addressing such matters as:

- agreeing constitutional matters, including procedures where the Board has discretion;
- recruiting new directors as vacancies arise and to appoint new governors where appropriate;
- appoint or remove the Chair and Vice-chair;
- appoint or remove the Secretary and Clerks;
- establish relevant Committees and local arrangements for governance and determine their constitution and terms of reference;
- suspend a Director or Governor;
- appoint or remove senior post-holders;
- decide which functions of the Board will be delegated to Committees and individuals;
- receive reports from any individual or Committee to whom a decision has been delegated and to consider whether any further action by the Board is necessary;
- approve the annual Trust budget prior to the start of the financial year
- review the Schedule of Delegation annually;
- make the appropriate Policy approvals as provided for by the Policy Approval Schedule;
- ensure that there are effective confidential reporting arrangements;
- ensure that a Register of Interests is kept and maintained by the Secretary;
- ensure that any pecuniary or conflicts of interests are declared at each meeting of the Board and Committees/ Local Groups
- policy development and strategic planning, including target-setting to keep up momentum on academy improvement;
- ensuring sound management and administration of the Trust and its academies and ensuring that managers are equipped with relevant skills and guidance;
- 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 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;

- assessing and managing risk, (including the preparation of a statement on academies risk management, for its annual report and accounts);

- to be accountable to the community and to those who fund the Trust for the quality of education the Trust provides;

- to hold to account the CEO and their staff.

In terms of the Ofsted Framework the Board (including the CEO) are accountable for the whole model, but will delegate some of the responsibility to the CEO and to the Academy Oversight Committees as they see fit.
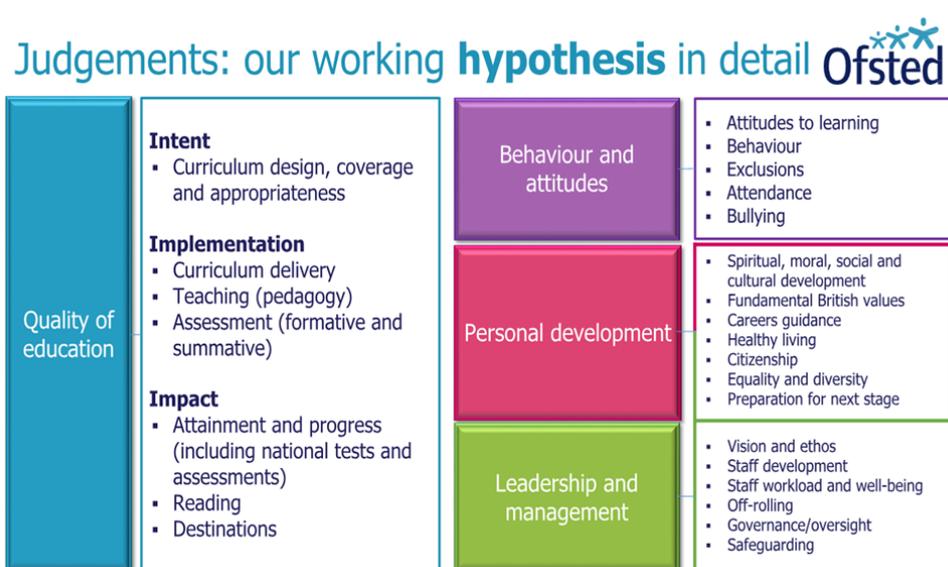
7.1.2 Powers

Article 5 of the Articles of Association provides that the Board shall exercise the following powers:

- to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;

- to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

- to employ such staff, as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;

- to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Object;

- to co-operate with other charities, other independent and maintained schools, schools maintained by a local authority, 16-19 Academies, alternative provision Academies, institutions within the further education sector, voluntary bodies and statutory authorities

operating in furtherance of the Object and to exchange information and advice with them;

- to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors;
- to offer scholarships, exhibitions, prizes and awards to pupils and students former pupils and former students, and otherwise to encourage and assist pupils and students and former pupils and former students;
- to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Object in such manner and on such security as the Company may think fit;
- to deposit or invest any funds of the Company not immediately required for the furtherance of its object (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);
- to delegate the management of investments to a financial expert, but only on terms that:
    - the investment policy is set down in writing for the financial expert by the Directors;
    - every transaction is reported promptly to the Directors;
    - the performance of the investments is reviewed regularly with the Directors;
    - the Directors are entitled to cancel the delegation arrangement at any time;
    - the investment policy and the delegation arrangement are reviewed at least once a year;
    - all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
    - the financial expert must not do anything outside the powers of the Directors;
- to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- to provide indemnity insurance to Directors in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;
- to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects

Articles 93-96 further provide that the Board shall have the following powers:

- the business of the Trust shall be managed by the Directors who may exercise all the powers of the Trust;
- to expend the funds of the Trust in such manner as the Directors shall consider most beneficial for the achievement of the Object and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any

such investments and to expend the proceeds of any such sale in furtherance of the Object;

- to enter into contracts on behalf of the Trust;
- any bank account in which any money of the Trust is deposited shall be operated by the Directors in the name of the Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

The IET Board has agreed a formal schedule of matters reserved for its decision, i.e. those matters which should not be delegated and has delegated functions as it considers desirable, to be exercised by the named person or group. Those delegations may be made subject to any conditions the Board may impose and may be revoked or altered.

In the event of a need to make genuinely urgent decisions between meetings of the Board, and where appropriate in consultation with the Chief Executive Officer and a relevant Committee Chair, the Chair of the Board may take action on behalf of the Board. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board and minuted accordingly.

The IET Scheme of Delegation is also a key document to clearly state where accountability sits.

https://www.isleeducationtrust.co.uk/IET/information/schemeOfDelegation.php

7.1.3   Appointments

The IET Supervisory Board is responsible for appointing Directors and considers the skill sets that are required to run a business, ensuring that the educational input is continually represented through the CEO and external support as required.   Before appointing Directors to the Board they are invited to attend a meeting with the CEO and Chair to ensure that they have a shared expectation of the type of work undertaken.

Assuming that both parties wish to go ahead with the recruitment an opportunity would be given to all current Directors to meet with the potential Director before formal appointment.

Directors regularly (at least every 2 years) undertake a skills audit to understand the strengths of the Board in order that when vacancies do arise people can be recruited in areas where they can bring skills/expertise to strengthen the body further.

Academy Ambassadors are currently used to help with recruitment of Directors.

7.1.4   Numbers and Quorum

The number of Directors shall be not less than three.

 The Company shall have the following Directors:

up to 18 Directors, appointed by Members

the Chief Executive Officer (if one has been appointed);

a minimum of 2 Parent Directors unless there are Local Governing Bodies (Academy Management Group) which include at least two Parent Members.

The Company may also have co-opted directors.

The number of trustees that are local authority influenced cannot exceed 20%

The total number of Directors including the Chief Executive Officer who are employees of the Company shall not exceed one third of the total number of Directors

The quorum for a meeting of the Directors is three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting.

7.1.5   Chair and Vice-Chair
The Chair and Vice-Chair will be elected by the Board on an annual basis at its first meeting in the autumn term.

No Director employed by the Trust will act as Chair to the Board.

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

7.1.6   Term of Office
A term of four years applies. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

7.1.7   Frequency of Meetings
Subject to the Articles, the Directors may regulate their proceedings as they think fit.

As provided by Article 109 of the Articles, the Board shall hold at least three meetings each year.

The IET Board has determined that it shall hold 6 meetings per annum. Extraordinary meetings will be arranged as appropriate and the intention is that there will be 1 full Trust meeting per year attended by members, directors and local bodies.

7.1.8   Clerking
The IET Company Secretary will clerk the IET Board meetings. Agenda and papers for each meeting will be circulated at least 7 days prior to that meeting.

7.1.9   Committees

  As provided by Articles 100 -104 of the Articles of Association, the Directors:

   i.   may appoint separate committees to be known as Local Governing Bodies(Academy Management Groups) for each Academy; and

   ii.   may establish any other committee.

The constitution, membership and proceedings of any committee shall be determined by the Board and the establishment, terms of reference, constitution and membership of any such committee shall be reviewed at least once in every twelve months.

The membership of any such committee may include persons who are not Directors, provided that, (with the exception of the Academy Oversight Committee), a majority of members of any committee of the Directors shall be Directors.

Except in the case of a Academy Oversight Committee, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

The functions and proceedings of the Academy Oversight Comittees shall be subject to regulations made by the Directors from time to time.

The IET Board has determined to establish the following Committees:

- CEO Performance Management Committee

- Audit, Risk & Compliance Committee

- Pay Committee

- Hearings Committee/Panel (meets on an exception basis)

- Appeals Committee/Panel (meets on an exception basis)

- Academy Oversight Committees for each of the Academies

In addition to these Committees the IET Board has approved an IET Appointments Panel to deal with all recruitment across the Trust.
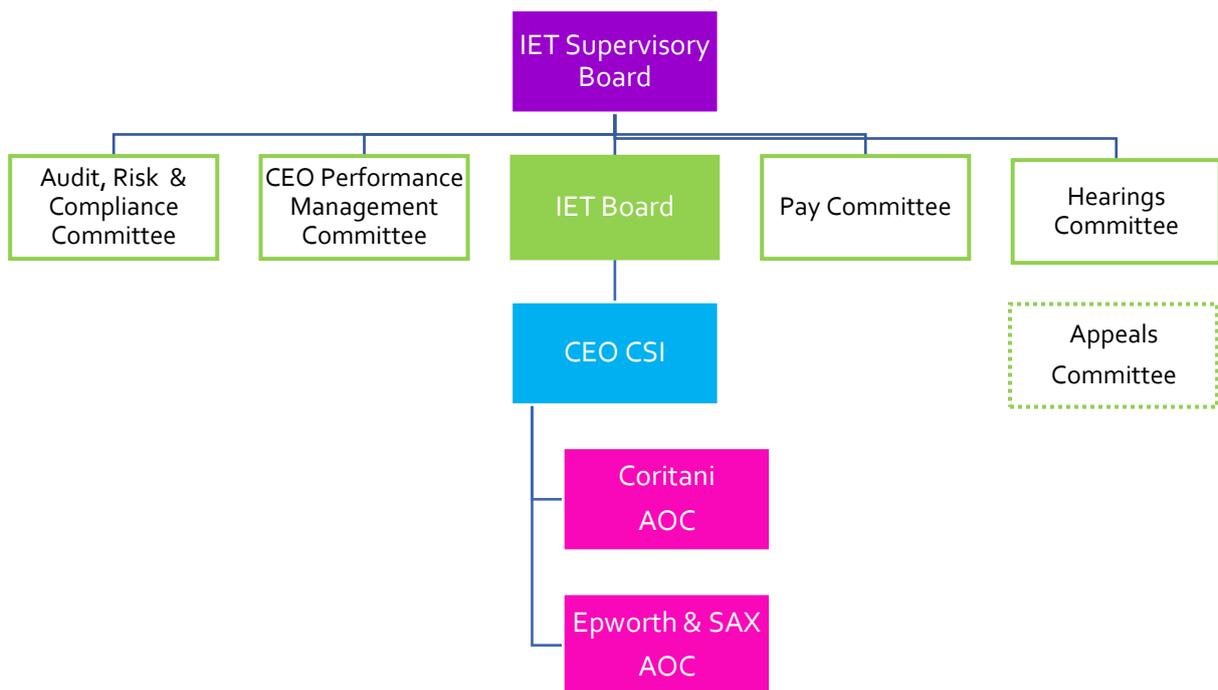
7.1.10 Schedule of Business
Please refer to the IET Governance Calendar

7.1.11 Current IET Board Members and Declarations of Interest
Please refer to the IET website

7.2 IET Appeals Committee

7.2.1 Roles and Responsibilities

This committee would be established to consider any appeals following a decision made by any Hearings.

Appeals may be from staff or parents and would include such things as:

Pay/Grading

Redeployment/Redundancy/Dismissal

Grievance appeals

Disciplinary Issues

Fixed term contracts

any appeal by the CEO regarding the performance management process.

7.2.2 Numbers and Quorum

No fewer members than the Hearings Committee.

2 Directors as standard.

Any Director involved in the original Hearing will not be permitted to sit on this Committee.

On occasions where policy dictates independent people may be co-opted on to a Committee for a particular hearing.

7.2.3 Chair

The Committee will elect a Chair at the start of each meeting.

7.2.4 Frequency of Meetings

The Committee will meet as required.

7.2.5 Clerking

The Clerk to the Committee will circulate any information required before the Committee meeting. The Clerk will take notes of the meeting.

7.3   IET Hearings Committee

7.3.1   Roles & Responsibilities

This committee would be established as required to make decisions regarding disciplinary, grievance and capability under the Trust's personnel procedures.

On most occasions it is anticipated that issues will be resolved at Academy level or within the Operational management structure. A hearing may be required in line with policy but generally where the CEO, Principal, SLT or central roles is the subject of the action.

7.3.2   Numbers and Quorum

The Committee will be comprised of Directors who may be called at any time to form a Panel of two Directors to conduct a hearing. Quorum is 100% .The number appointed to this committee directly affects the number required for an Appeal Committee.

Any Staff Directors will be disqualified from being a member of the Panel.

Any Director with prior knowledge of the issue to be heard will be disqualified from being a member of the Panel.

7.3.3   Chair

The Committee will elect a Chair at the start of each meeting.

7.3.4   Frequency of Meetings

The Committee will meet as required.

7.3.5   Clerking

The Clerk to the Committee will circulate any information required before the Committee meeting. The Clerk will take notes of the meeting.

7.4   IET Pay Committee

7.4.1   Roles and Responsibilities

This committee has the following remit:

- To review the IET's Pay Policy, including criteria relating to the use of discretionary elements for pay provisions.
- To ensure that pay follows an evidence based process and reflects individuals' roles and responsibilities. In considering executive pay, the committee benchmarks against external data available, including cost per pupil, cost per academy and ratio to lowest paid employee.
- To hear the recommendations made by the Principal of each Academy in relation to pay progression and decide if awards should be made.
- To determine salary levels for individual posts in accordance with the Pay Policy
- To review the performance management /appraisal policy and monitor its implementation.
- To ensure the pay policy is implemented with reference to staffing and financial budget plans
- Achieve the aims of the pay policy fairly, and within statutory and contractual obligations
- To consider any job evaluation/grading requests
- To agree/ determine honorarium payments and temporary pay enhancements
- To determine dismissal payments or early retirement payments
- To approve the annual salary reviews including post threshold progression for teachers
- To consider the recommendations of the CEO performance directors in relation to CEO pay
- To make whatever recommendations to the Board it deems appropriate on any area within its remit.
- To report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities
- To review at least once a year to the Board its constitution and Terms of Reference and recommend any changes necessary to the Board.

7.4.2   Numbers and Quorum

The Committee will be composed of 2 directors the remaining Board members would not be involved and would therefore be reserved for any appeal. Quorum is 100%.

The membership of the Committee may include persons who are not Directors, provided that a majority of Committee members are Directors.

The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term.

The Committee may require the attendance of relevant individuals as appropriate to assist in the execution of its role and responsibilities

Board members who are not members of the Committee will have the right of attendance, but will not able to vote.

7.4.3 Chair

The Chair may not be an employee of IET and should be elected annually at the first meeting of the year.

7.4.4 Term of Office

Appointments to the Committee shall be for an initial period of two years.

7.4.5 Frequency of Meetings

The Committee will meet as often as is necessary to fulfil its responsibilities.

This will be at least twice per year: in the autumn term to review general pay progression/threshold applications and in the Spring term to review CEO Pay.

7.4.6 Clerking

The Clerk to the Committee will circulate any information required before the Committee meeting. The Clerk will take notes of the meeting.

The Clerk will circulate minutes of meetings to all members of the IET Board.

7.4.7 Schedule of Business

Please refer to the IET Governance Calendar

7.4.8 Current IET Pay Committee and Declarations of Interest

Please refer to the IET website

7.5 CEO Performance Management Committee

7.5.1 Roles and Responsibilities

This committee has responsibility for monitoring and reviewing the CEOs performance against targets. It will take advice as required from an External Adviser to discuss the CEO's performance targets.

The committee will:

- decide, (with the support of the External Advisers if appropriate), whether the targets have been met and to set new targets annually

- make arrangements to monitor through the year the performance of the CEO against the targets

- make recommendations to the IET Pay Committee in respect of awards for the successful meeting of targets set

7.5.2 Numbers and Quorum

Chair of the IET Board of Directors plus 1 other Director

External Adviser if required

7.5.3 Chair

The Chair of the IET Board of Directors will chair this committee

7.5.4 Term of Office

Appointments to the Committee shall be for an initial period of two years.

7.5.5 Frequency of Meetings

At least annually. A mid-year review or update is considered best practice.

7.5.6 Clerking

The Clerk to the Committee will circulate any information required before the Committee meeting. The Clerk will take notes of the meeting.

7.5.7 Schedule of Business

Please refer to the IET Governance Calendar 2019-20

7.5.8 Current IET CEO Performance Management Committee and Declarations of Interest

Please refer to the IET website

7.6 IET Audit, Risk and Compliance Committee

7.6.1 Roles and Responsibilities

Audit

- To consider and advise the IET Board on the Trust's annual and long-term audit programme.
- To monitor and review procedures for ensuring the effective implementation and operation of financial systems and controls, on a regular basis, including the implementation of bank

account arrangements and, where appropriate to make recommendations for improvement.

- To review the effectiveness of the Trust's internal control and risk management systems established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally sustainable manner
- To recommend to the IET Supervisory Board the appointment or reappointment of the auditors.
- To oversee the Trust's relationship with the external auditor including terms of engagement, agreement of fees, annual assessment of independence and objectivity of the auditor and any ethical guidance relating to non-audit work undertaken and rotation of audit partners
- To agree with the external auditor, the nature and scope of each forthcoming audit and to ensure that Trust staff co-operate fully with the auditor.
- To meet with the external auditor to discuss the auditor's remit and any issues arising from the audit.
- To consider the review of the audited financial statements and Board reports provided by the Trust's external auditors and to make recommendations in relation to their acceptance   to the Board.
- To consider and address issues raised in any management letter issued by the   external auditors following an audit.
- To review annually internal audit requirements to determine required scope and most effective means of delivery.
- To review and monitor management's responsiveness to internal audit findings and recommendations.
- To ensure that the Trust's internal audit service has appropriate access to information, adequate seniority, is free from management and other restrictions and is independent of activities under audit.
- To ensure that the internal auditor and any external specialist auditor have direct access to the Committee and to the Chair of the Board of Directors and are able to meet without management being present.

Risk
- To review the IET Risk Register and make recommendations about risk management.
- To review the operation of the Trust's Code of Practice for Board members, Code of Conduct for staff and for procedures such as detecting fraud or whistleblowing.

Compliance
- To receive reports and take appropriate action on compliance matters such as:
  - GDPR
  - Health & Safety
  - Safeguarding
- To make whatever recommendations to the Board it deems appropriate on any area within its remit.
- To report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities
- To review at least once a year to the Board its constitution and Terms of Reference and recommend any changes necessary to the Board.

Isle Education Trust Governance Arrangements

7.6.2   Numbers and Quorum

The Chair of the IET Board shall not be a member of the Committee.

2 IET Directors

The CEO in the role as Accounting Officer and the CFO will normally attend meetings of the Committee.

Board members who are not members of the Committee will have the right of attendance, but will not able to vote.

The Committee may require the attendance of relevant individuals as appropriate to assist in the execution of its role and responsibilities

Quorum is 2 directors.

7.6.3   Chair

The Chair may not be an employee of IET and should be elected annually at an IET Board meeting.

7.6.4   Term of Office

Appointments to the Committee shall be for an initial period of two years.

7.6.5   Frequency of Meetings

The Committee will meet at least three times per annum, normally at a date convenient to review the   internal audit reports.

7.6.6   Clerking

The Clerk to the Committee will circulate any information required before the Committee meeting. The Clerk will take notes of the meeting.

The Clerk will circulate minutes of meetings to all members of the IET Board.

7.6.7   Schedule of Business

Please refer to the IET Governance Calendar

7.6.8   Current IET Audit, Risk & Compliance Committee and Declarations of Interest

Please refer to the IET website

8.1 CEO Challenge Support and Intervention Forum

8.1.1 Roles and Responsibilities

The CEO is responsible for the Ofsted 'quality of education' judgement made at each Academy. This will entail ensuring intent, implementation and impact around the curriculum. This new judgement will replace the current 'outcomes' judgement and will be education-focussed, rather than data-focussed.
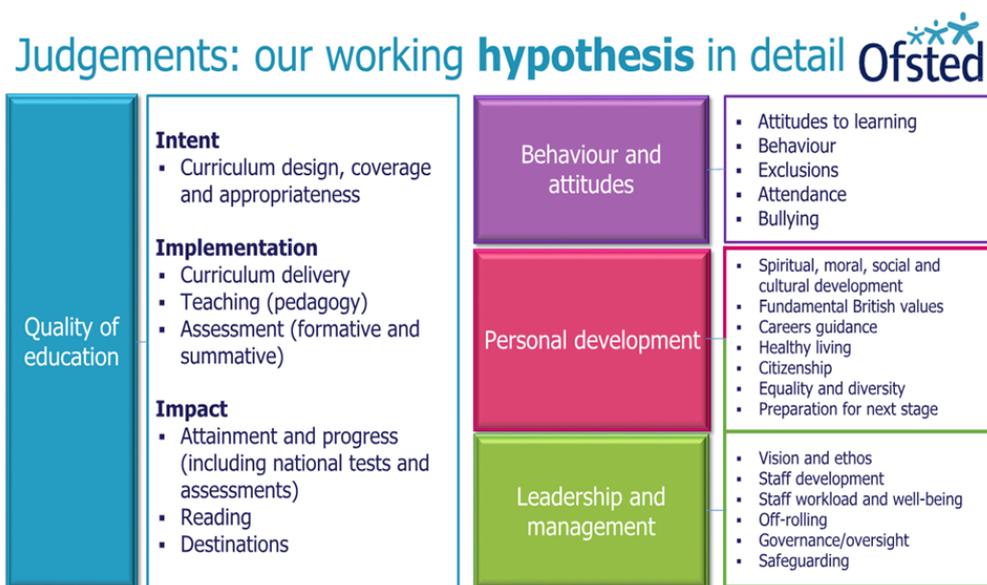
Through its three academies IET has the ability to access a wider team of professionals beyond each individual academy. The CEO Challenge Support and Intervention framework will provide all academies with the tools and support necessary for them to move on to the next level with regards to teaching and learning and ultimately student outcomes.

To capitalise on the expertise within academies whilst also acknowledging that settings will have individual needs and varying degrees of capacity to support others, the following model will need to show some flexibility, but the principles of challenge, support and intervention (CSI) will underpin all elements of it.

This forum will have the following remit:

- To focus on academy improvement and quality of education
- To ensure that each academy provides a broad and balanced curriculum in line with the requirements of the funding agreement
- To approve curriculum changes policies
- To receive reports from each Academy to include key information – attendance, behaviour, standards, results
- To publish information in relation to the current curriculum provision at each Academy. Such information shall include details relating to:
    - the content of the curriculum;
    - its approach to the curriculum;

- the GCSE options (and other Key Stage 4 qualifications) or other future qualifications, as specified by the Secretary of State, offered by each Academy;
- the names of any phonics or reading schemes in operation for Key Stage 1; and
- how parents (including prospective parents) can obtain further information in relation to the curriculum at each Academy.

- To monitor standards of teaching and pupil attainment/ achievement and ensure suitable reports are produced.

8.1.2 Principles of the CSI Meeting

- All are chaired by the CEO
- All Principals submit relevant academy reports at least 5 workings days in advance of the calendared meeting.
- All Principals must attend all CSI meetings.
- All relevant senior leaders must attend CSI meetings
- On occasion middle leaders may be required to attend CSI meetings
- All staff are expected to bring their own copy of reports (electronic or otherwise)
- It is expected that all attendees will have read all papers and prepared questions in advance.
- All senior leaders are expected to play a full part following the CSI meeting. It is not sufficient for the Principal to be the sole conduit through which support challenge and scrutiny is provided.
- The Principals update should be in writing and use the templates provided (1-2 sides of A4 is considered sufficient). It should follow the headings provided.
- QA of the CSI process will take place once per term
- It is expected that the meetings/ this model will continue to evolve in response to national and regional change and to ensure challenge is maintained

8.1.3 Attendees

In each meeting, the principal and relevant senior leadership team members of each academy must attend.

The CEO may invite external advisers (such as School Improvement Partners), IET Directors and relevant experts as appropriate to the agenda.

Meetings will follow a predetermined agenda and all academies will be required to present papers (on a common template/standard trust format) to the CEO. In this way support, interventions and sharing of good practice can be agreed/determined. It is envisaged that these meetings will broadly follow the agendas outlined in the IET Governance Calendar.

8.1.4 Frequency of Meetings

CSI meetings will take place 2-3 times per term for all academies. Agendas are similar but will vary depending on age range. This would be a series of 7 meetings across the academic year.

Meetings are tightly structured around centralised agendas bespoke to the time of the academic year under scrutiny.

8.1.5 Clerking

The Clerk to the meeting will circulate any information required before the meeting. The Clerk will take notes of the meeting.

The Clerk will circulate minutes of meetings to all attendees.

The meetings are clerked by the CEO's personal assistant.

8.1.6   Schedule of Business
Please refer to the IET Governance Calendar

9.1 Academy Oversight Committees (AOCs)

9.1 Roles and Responsibilities

The role of the Academy Oversight Committee shall be to provide advice to the Trust in relation to the functioning of that Academy.

This advisory role will:

i.   ensure a level of local accountability and representation;

ii. serve as a safeguard against centralised decision making by taking account of local circumstances;

iii. provide essential local representation of parents and the community.

An Academy Oversight Committee (AOC) is a committee of the Trust Board, however unlike other committees there is no requirement to have a majority of Directors on the committee. Directors have complete discretion over what is delegated to each AOC.

The IET Board have delegated powers to the AOCs specifically around the Ofsted judgements of Behaviour and Attitudes and Personal Development. As such the Board will direct some of the agenda for each meeting around a common framework. However, it is acknowledged that there is a local context and each academy will have specific needs and there will therefore also be an opportunity to add to this framework at academy level.

Key roles and responsibilities include:

- Upholding the Trust vision and values
- Implementation of actions required to comply with statutory regulations and documentation
- Implementation and monitoring of the Trust policies.
- Supporting and challenging the leadership of the academy on quality of care and quality of provision.
- Provide internal assurance and, to develop the local community and employer links.
- Governors should feel comfortable that they know, and are able to discuss, the performance of the academy in relation to their remit.
- undertake the role of 'critical friend' to:
  - i.   offer support, constructive advice, a sounding board for ideas, a second opinion on proposals and help where needed;
  - ii. challenge, ask questions, request information, improve proposals and seek to arrive at the best solution;
  - iii. give an honest opinion and well-tempered advice, even if it might not be what is expected;
  - iv. act as an advocate promoting the interests of the academy trust, its academy and students to the community.
  - v.   monitor the implementation and impact of the decisions it has made.

The AOC will receive reports at each meeting on: Behaviour and Personal Development

Each AOC will have a named Governor for:

- Special Educational Needs and Disabilities (SEND),
- Safeguarding, Health and Safety,
- Looked After Children
- Careers & Employability
- Sex & Relationships Education (from 2020)

The AOC will ensure that these are covered at the first meeting of the academic year. These governors will be given a named employee of the Academy within whom they can liaise to develop their knowledge and expertise in order to monitor the academy's activity and compliance in these areas.

Other responsibilities:

- To make recommendations to the IET Board regarding cessation /addition of services (e.g. buses, music tuition)
- To hear student disciplinaries and exclusions in accordance with legislation
- To investigate and hear complaints related to the academy
- To consult annually with the LA on its admissions policy and to work with the LA on admitting pupils to the school
- To implement the Admissions policy
- To monitor infant class sizes (Primary Academies only)
- To adopt and review the Home School Agreement
- To discharge duties in respect of pupils with special needs by appointing a responsible person
- To ensure a designated teacher for looked after children has been appointed and reports to the AOC at least once per year.
- To annually review the behaviour policy and the use of exclusion in comparison with local and national data
- To monitor and review pupil attendance
- The ensure that RE and Collective Worship are provided in accordance with the funding agreement
- To prohibit political indoctrination of pupils and ensure a balanced treatment of political issues
- To monitor the arrangements for collective worship and monitor provision
- To ensure the curriculum complies with the Equality Act legislation
- To monitor the arrangements for school visits /residential
- To ensure provision of FSM to those pupils meeting the criteria
- To ensure that school lunch nutritional standards are met
- To carry out an annual review of safeguarding children and child protection policy and procedures
- To ensure each academy meets for 380 sessions in a school year

Careers & Employability
- Supporting the academy to reduce the number of children who are not in education, employment or training at age 16 and beyond.
- Engagement with local employers to encourage them to work positively with the academy in all aspects of employability.
- Exploring local employers who may be able to offer employment routes for students, post education, including apprenticeships. Highlighting to the academy

the employability skills and qualifications that are valued highest by these employers.
- Inviting employers, in liaison with the academy's leadership, into the academy to speak to children, introducing them to different careers and employers, as part of the careers and PSE curriculum.
- Monitoring the destination of children leaving the academy.
- Working with the Trust's independent careers advisors to explore how the academy can support and develop career paths e.g. links with further and higher education.

Individual Character and Community Engagement
- Work with the academy's leadership to consider the individuality and uniqueness of the academy's local community and how this can support driving improvements within the academy.
- Promote the work and vision of the academy and the Trust within the local community.
- Act as an Ambassador for the academy in the local community.
- Ensuring that the academy's leadership is aware and able to respond to local context and issues.

Risk Management
The AOC shall keep under review the academy risk register and seek assurance that risk management is effective.

Health & Safety
The AOC will review the annual health and safety inspection and monitor the completion of actions specified within the resulting action plan. At least one governor will be nominated to undertake at least one health and safety site walk in each academic year and report back to the AOC on their findings.

Budgets
The AOC will be provided with an overall budget summary report at least quarterly. The AOC will monitor the budget areas where they have been devolved to Academy/Principal level at each meeting.

Complaints Procedure
The IET Complaints procedure requires the involvement of governors to ensure that complaints are considered fully at appropriate stages.

Ofsted Monitoring
The Board recommend that a small committee of the AOC is created who will be responsible for overseeing the implementation of the Post-Ofsted Action Plan with the Academy Principal.

This committee would then be required to meet with Ofsted inspectors during any Ofsted visits. Where possible a member of the IET Board would also attend the meeting with Ofsted.

Behaviour and attitudes	• Attitudes to learning • Behaviour • Exclusions • Attendance • Bullying
Personal development	• Spiritual, moral, social and cultural development • Fundamental British values • Careers guidance • Healthy living • Citizenship • Equality and diversity • Preparation for next stage

9.1.2   Appointments

Staff governors are appointed to AOCs through an election process and must be elected by persons who are paid to work at the academies and is her/himself a paid employee of the Trust. In addition to this the Principal of each of the Academies by virtue of their role are automatically governors on their AOC. The number of staff governors should not exceed one third of the total number of governors. All full time and part time members of staff at the school shall be eligible to nominate and vote in any election.

Initially when there is a vacancy staff should write an expression of interest saying why they want to fulfil the role and what skills they bring.

To ensure that the people elected by staff can add value and have the skillset required by the AOC an interview step has now been introduced and will take place with the CEO and Company Secretary. There will then be an election process if there are more candidates than positions.

Parent members of the AOCs must be a parent of a registered pupil at one or more of the Academies.

Initially when there is a vacancy parents will be notified and should write an expression of interest saying why they want to fulfil the role and what skills they bring.

To ensure that the people elected by parents can add value and have the skillset required by the AOC an interview step has now been introduced and will take place with the CEO and Copany Secretary. There will then be an election process if there are more candidates than positions.

Co-opted or Trust Governors are appointed either by the IET Board (as Trust Governors) or co-opted by the AOC (with approval from the IET Board). These governors should be recruited according to the skills required by the AOC and proposed to the IET Board who will conduct a formal interview before appointing. They will always be a person who in the opinion of the Board of Trustees is committed to the success of the Academy.

9.1.3   Numbers and Quorum

The total membership shall not be less than 9 and not more than 16.

The membership of the Academy Oversight Committee shall be comprised as follows:

- the Principal
- up to 2-4 elected parent Governors
- 1 staff governor
- co-opted Governors whose appointment shall be subject to approval by the Trust

As a sub-committee of the IET Board, Board Directors can attend any meeting of an AOC.

The quorum for a meeting of the Governors and any vote on any matter thereat, shall be half (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting.

9.1.3   Chair and Vice Chair
The Chair and Vice-Chair of the AOC shall be appointed at the start of each academic year from Co-opted and Parent Governors.

9.1.4   Term of Office
The term of office is 4 years.

Subject to remaining eligible to be a Governor any Governor may be re-appointed for consecutive periods.

9.1.5   Frequency of Meetings

The Board has determined that each AOC shall hold at least one meeting each half term, the calendar of meeting dates to be agreed at the start of each academic year.

9.1.6   Clerking
The Clerk will circulate an agenda for each meeting and papers at least 7 clear days before a AOC meeting.

The Clerk will make notes of the meeting.

9.1.7   Schedule of Business
Please refer to the IET Governance Calendar

9.1.8   Current Academy Oversight Committees and Declarations of Interest
Please refer to the IET website

10 Appointments Panel

10.1   Roles and Responsibilities

To ensure fairness and consistency as an employer IET has developed an Appointments Panel and has delegated some recruitment activities to this panel .
This will also ensure that safeguarding checks are applied at all stages of the recruitment cycle.

The IET Board retains the power to appoint senior staff which includes CEO, CFO/COO, Academy Principals and any other senior positions it determines.

For other positions an appropriate Appointments Panel will be formed.

For all positions the IET Recruitment, Selection & Induction policy must be adhered to.

10.2   Requirements

All panel members must have completed Safer Recruitment training within the last 3 years.

For teaching roles : CEO, at least 2 academy based panel members , plus Subject Lead or equivalent

For support roles: at least 2 panel members , plus Line Manager of the vacant position

For leadership roles: CEO , Academy Principal plus at least 1 other Panel member

10.3   Members of the Recruitment Panel
-   CEO
-   CFO/COO
-   Academy Principals
-   Academy Associate Principals
-   Academy Vice Principals
-   Academy Assistant Principals
-   Head of Operations and Business Development

11   Related Policies and Documents

- IET Scheme of Delegation
- Articles of Association
- The Funding Agreement
- IET Financial Regulations
- Academies Financial Handbook
- IET Schedule of Policies
- IET Code of Conduct/ Role of Trustee
- Academies Accounts Direction
- Towards the Education Inspection Framework 2019 – Ofsted Presentation

12   Glossary

CA	Coritani Academy
DfE	Department for Education
EPA	Epworth Primary Academy
ESFA	Education Skills & Funding Agency
IET	Isle Education Trust
PSC	People with Significant Control
SAX	South Axholme Academy
SIP	School Improvement Partner

13 Acknowledgement

Diverse Academies Learning Partnership - CSI adapted from the DALP Academies Model

14   Document Control

Draft 1   13/06/2019   IET Board for comments

Issue 1   September 2019   Operational

Issue 1.1   February 2020   Minor updates