



GOVERNANCE STRUCTURE

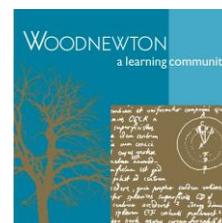
FOR

WOODNEWTON ACADEMY TRUST

Approved by Trust on 4th October 2016

Reviewed annually or reviewed each academic year

Last Date Reviewed: 30th September 2016



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WOODNEWTON ACADEMY TRUST GOVERNANCE STRUCTURE

1. Introduction

The Board of Directors of Woodnewton Academy Trust is required to approve a governance structure for the Trust on an annual basis.

The governance structure must be:

- Compliant with DfE requirements, company and charity law;
- Scalable and so adaptable to growth or change in the Academy Trust;
- Capable of being serviced by the Directors of the Academy Trust and members of the Local Governing Body.

2. Rationale

The proposed structure meets the requirements stated in the Academies Financial Handbook (a Board of Directors and Audit Committee) and the Articles of Association, which may appoint separate committees to be known as Local Governing Bodies for each Academy.

3. Delegated Powers

Woodnewton Academy Trust has a strategic role in the running of Woodnewton a learning community, Exeter a learning community and Prior's Hall a Learning Community.

The Academy Trust may delegate to any Governor, committee, the CEO or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked and altered.

The Academy Trust has approved a Scheme of Delegation defining the powers and functions that are reserved for the Board and its Committees, which are set out below.

Any delegated decision must be reported to the next full Directors' meeting but a decision taken under delegated powers is binding and immediately effective.

In exercising its strategic role the Academy Trust Board will retain exclusive responsibility of the following:

4. Powers retained by the Trust Board

- 4.1 Ensuring compliance with the Trust's duties under Company Law and Charity Law and agreements made with the DfE, including the Funding Agreement;
- 4.2 The determination of the educational character and mission of the Academies;
- 4.3 Ensuring the solvency of the Academy Company and Charity, safeguarding its assets and delivering its charitable outcomes;

- 4.4 The appointment or dismissal of the Chief Executive Officer or any other of an executive office;
- 4.5 Ensuring the continued charitable status of the Company;
- 4.6 Setting key strategic objectives and targets and reviewing performance against these;
- 4.7 Determination of the establishment, constitution, membership, proceedings and delegated powers and functions of the Governing Bodies, committees and working parties and their annual review and revision;
- 4.8 The approval of Academy Trust policies, not delegated to the Local Governing Bodies or Committees to include Admissions, Child Protection and Health and Safety;
- 4.9 The approval of annual budget of income and expenditure for the Academies at the beginning of the academic year;
- 4.10 To approve the appointment/resignation of the auditors for the Trust on an annual basis;
- 4.11 The approval of the Trust year end accounts;
- 4.12 Entering into all contracts on behalf of the Trust;
- 4.13 To authorise expenditure or income over the value of £50,001;
- 4.14 To authorise the opening of a bank account;
- 4.15 To approve the pay structure for the Trust;
- 4.16 To receive reports from its subsidiary companies Woodnewton Children Centre Limited and Exeter Children Centre Limited to the Board regarding these companies.

5. Relationship between the Academy Trust, the Local Governing Bodies, Committees and the Working Parties.

- 5.1 The Academy Trust Board may delegate power to the Local Governing Bodies and any supporting committees. Any such delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered.
- 5.2 The Local Governing Bodies will have delegated powers to monitor the role of the Academies at an operational day to day level and review:
 - The management and organisation of the Academies;
 - The implementation of the decisions of the Board and the Chief Executive Officer;
 - Performance in relation to targets and standards approved by the Board;
 - The implementation of policies monitoring pupil welfare and behaviour;

- The implementation of policies approved by the Board;
- The implementation of all extended school activities.

The Local Governing Bodies will report to the Board on decisions and will also provide advice and make recommendations to the Board on issues.

- 5.3 Every meeting of the Local Governing Bodies will consider the curriculum, standards, safeguarding and student welfare, impact of Pupil and Sports Premium, site issues and extended school issues as standing agenda items.
- 5.4 Finance issues which require further detailed consideration will be referred by the Local Governing Body to the Finance Manager who will consult with the Chief Executive Officer to determine whether the matter is referred to the Board.
- 5.5 It is not proposed that the Local Governing Body will have any standing sub-committees. However, it may be necessary from time to time by agreement with the Chairperson to establish a single purpose working party of the Governing Body in order to deal with an issue that cannot be dealt with adequately by the Governing Body in one of its scheduled meetings. Any such working party will be disbanded as soon as its work is complete.
- 5.6 The “normal” termly schedule of meetings should commence with the Local Governing Bodies and then followed by the Academy Trust Board in the first half of the term, followed by the Audit Committee and Advisory Boards towards the end of the term. This allows action and decisions made by a Local Governing Body or Committee to be reported to the Board as required by the Articles of Association and within a termly cycle.
- 5.7 Meetings for any sub committees will be scheduled as the need arises.
- 5.8 The supporting committees will report directly to the Trust Board, but will support the work of the Local Governing Body.
- 5.9 The committees that will report directly to the Academy Trust Board are the Audit Committee and Advisory Board
- The Terms of Reference for each committee will be reviewed at the first meeting of the committee in the new academic cycle. These will then be presented to the board for approval.
 - Each committee must have a Chair and must have a minimum of 3 members to be quorate.

The membership of any committee may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of the committee present are Directors.

6. Constitution

- 6.1 The Trust will have up to 13 Directors, made up as follows:
- Any Staff Directors providing they do not exceed one third of the total number of Directors including the Chief Executive Officer;
 - The Chairperson of each Local Governing Body shall be an Academy Director as long as s/he remains in office;
 - A minimum of 2 Parent Directors;
 - The Trust may also have any Co-opted Directors (up to three);
 - Any additional Directors (if appointed by the Secretary of State);
 - Up to 2 Directors, if appointed by the Secretary of State in accordance with the terms of any of the Relevant Funding Agreements following the provision of a notice by the Company to terminate that Relevant Funding Agreement.
- 6.2 The Chief Executive Officer can attend all meetings of any committee established by the Trust but in some instances this may only be in an advisory capacity. When an issue is being discussed which directly affects the Chief Executive Officer s/he must, as with any other Director/Governor in a similar position, declare an interest and physically withdraw from the meeting.
- 6.3 The legal minimum quorum for committee meetings is three voting Directors/Governors.
- 6.4 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.
- 6.5 The appointed Clerk will undertake the Clerking of the Committee.
- 6.6 The minutes shall be included as an Agenda item for consideration at the next meeting of the full Board where appropriate.
- 6.7 All decisions made by Committees with delegated powers must be reported to the next full meeting of the Board. If the minutes are not finalised, a brief statement of the conclusions reached should be given.
- 6.8 The Chair of the Local Governing Body and the Chair of each Committee will be appointed by the Directors on an annual basis at the first meeting of the Board.
- 6.9 All Directors/Governors are encouraged to attend training regularly and review training needs annually. This training will be arranged by the Trust and/or Academy.
- 6.10 The term of office for any Director or Governor shall be 4 years, save that this time limit shall not apply to the Chief Executive Officer. Subject to remaining

eligible to be a particular type of Director, any Director or Governor maybe re-appointed or re-elected.

Terms of Reference of Local Governing Bodies and Committees

7. Local Governing Body

The terms of reference for each committee is attached as Appendix 1

7.1 Purpose

The Local Governing Bodies will be responsible for the operational day to day running of the Academies to include:

- Performance in relation to curriculum targets and to include the receiving and reviewing of pupil performance data on a termly basis and to oversee the policies and procedures for reporting pupil progress and performance;
- The management and organisation of the Academy in line with the Trust and individual Academy Development Plan;
- The implementation of decisions of the Academy Trust Board and the Chief Executive Officer;
- The implementation of policies approved by the Board;
- Implementation of all extended school activities.

7.2 Membership

7.2.1 The membership of the Local Governing Bodies will have a term of office of 4 years.

7.2.2 The Head of Academy is an ex officio member of the Local Governing Bodies.

7.2.3 The membership for the 2015/16 academic year shall be:

- The Chief Executive Officer
- One Academy Director
- Head of Academy
- 2 Staff Governors
- 5 Community Governors
- 2 Parent Governors (elected)

The term of office for any Governor shall be 4 years, save that this time limit shall not apply to the Head of Academy.

- 7.3 Attendance at Local Governing Bodies meetings
 - 7.3.1 Any Director may attend meetings of any of the Academy Trust, Local Governing Bodies, Committees and Working Parties.
 - 7.3.2 The Local Governing Bodies may invite attendance at meetings from persons who are not Directors/Governors to assist or advise on a particular matter or range of issues, including parents and members of Academy staff.
- 7.4 Non-Attendance
 - 7.4.1 There may be times where prior arrangements, unexpected situations or ill health mean that a Governor cannot attend a meeting. In such cases the Governor must send apologies for the Local Governing Body, to the Chair of Governors or Clerk, or for Committees or Working Parties, to the Chair of the Committee or Working Party or Clerk prior to the meeting.
 - 7.4.2 If no apology is received before the meeting then the Governors' consent at a Local Governing Body meeting will not be given.
 - 7.4.3 Where a Governor has not attended a meeting for a period of 6 months or more and has not tendered apologies for acceptance, the Clerk of Governors should write to that Governor stating the dates of the Governing Body meetings missed, and that the Governing Body may resolve to remove them from the Governing Body for non-attendance, and that they have the right to reply to this by letter or at the next Governing Body meeting. This should then be an agenda item at the next Governing Body meeting. At that meeting, the level of non-attendance should be stated, with any statement from the Governor put forward, and then agree what action they wish to take.
- 7.5 Quorum
 - 7.5.1 The legal minimum quorum for committee meetings is three voting Directors/Governors.
- 7.6 Voting at Local Governing Body meetings
 - 7.6.1 Only members of the Local Governing Body may vote at its meetings.
 - 7.6.2 The Chairperson will have the casting vote.
- 7.7 Appointment of Chairperson
 - 7.7.1 The Chairperson of the Local Governing Bodies will be appointed by the Directors on an annual basis at the first meeting of the Board of Directors in the autumn term.

7.7.2 In the absence of the Chairperson the Local Governing Body will elect a temporary replacement from among the Directors/Governors present at the meeting.

7.8 Clerk

7.8.1 The Clerk of the Local Governing Bodies will be specifically appointed to serve the Governing Bodies.

7.8.2 In the absence of the Clerk the Local Governing Bodies will appoint a replacement Clerk for the meeting.

7.8.3 The Clerk will circulate an agenda and papers for each meeting at least a week before the Local Governing Bodies meeting.

7.9 Recording and Reporting the Proceedings of Local Governing Body meetings

7.9.1 The Clerk will record attendance at meetings. Issues discussed and recommendations for decisions will be recorded. The written record will be forwarded by the Clerk to the Local Governing Bodies to the Clerk to the Board of Directors in sufficient time for it to be included in the next agenda and papers for the next meeting of the Board of Directors. This is to meet the statutory requirement to provide information to the whole Board of Directors and to seek ratification of decisions and recommendations.

7.10 Frequency of Meetings and Programme of Work

7.10.1 The Local Governing Bodies will meet as often as is necessary to fulfil its responsibilities and a least once each term.

7.10.2 The Chairperson of the Local Governing Bodies should meet termly with the Academy Trust Chairperson, and the Chief Executive Officer of the Academy to plan the Local Governing Body's work in relation to the development plans of the Academy Trust.

7.11 Review Date

7.11.1 These meeting arrangements and terms of reference will be reviewed annually.

8. Audit Committee

The terms of reference for each committee is attached as Appendix 2

8.1 Purpose

The Audit Committee is an advisory board with no executive powers. However, it is authorised by the Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries. The Audit

Committee is authorised to obtain independent professional advice if it considers this necessary.

8.2 Membership

Membership is a minimum of two Directors. The membership will be agreed on an annual basis at the first meeting of the Directors in the autumn term.

8.3 Attendance

Attendance is three Directors. Directors who are not members of the Committee have the right of attendance by request but may not vote.

8.4 Quorum

The quorum is two Directors who are members of the Committee.

8.5 Clerk

8.5.1 The Clerk of the Audit Committee will be specifically appointed to serve the Committee

8.5.2 In the absence of the Clerk the Committee will appoint a replacement clerk for the meeting.

8.5.3 The clerk will circulate an agenda and papers for each meeting at least a week before the committee meeting.

8.6 Objectives

The Audit Committee is established to achieve internal scrutiny which delivers objective and independent assurance, which means that staff employed by the Trust should not be members but may attend to provide information and participate in discussions.

8.7 Duties

The specific duties of the Committee shall be:

8.7.1 To attend the Directors meeting at which the Auditors present their annual report.

8.7.2 To agree annually the internal audit work programme (to be carried out by the academy's external auditors in the absence of an internal audit function) in order to provide assurance.

8.7.3 To receive copies of the internal audit work reports (which are carried out by the academy's external auditors in the absence of an internal audit function) and to highlight any concerns.

- 8.7.4 To consider any relevant reports, such as reports on accounts, Value for Money reports and responses to any management letters.
- 8.7.5 To review the effectiveness of the internal control system established to ensure that the aims, objectives and key performance targets of the school are achieved in the most economic, effective and environmentally preferable manner. This will be by reviewing the quarterly system test reports which are conducted by the School's auditors.
- 8.7.6 To provide assurance that risks are being adequately identified and managed by reviewing the risks to internal control and agreeing on a programme of work to provide assurance on this. This will be by reviewing the quarterly system test reports which are conducted by the School's auditors.
- 8.7.8 To consider any other matters where requested to do so by the Directors.
- 8.7.9 To report at least once a year to the Directors on the discharge of the above duties.
- 8.7.10 To evaluate/monitor the Business Continuity Plan to ensure that any risks are minimised.

8.8 Frequency of Meetings

Three meetings in each financial year and additional meetings as required.

9. Children Centre Advisory Boards

The terms of reference for each committee is attached as Appendix 3

9.1 Purpose

- 9.1.1 To provide support and challenge to the children's centre against national and local requirements to help to achieve the priorities of the Local Authority.
- 9.1.2 To ensure service development reflects parents' views and local needs in order to improve children and families outcomes.
- 9.1.3 To contribute to the development, progress and overview of the children's centre's service and action plans where appropriate.
- 9.1.4 To work with the Children's Centre Lead and the Local Governing Body to identify local priorities through effective consultation, and to agree objectives and developmental plans.

9.2 Strategic Role

- 9.2.1 To monitor progress against performance outcomes.

- 9.2.2 To monitor and review budgets and expenditure with reference to meeting children's centre targets and outcomes.
- 9.2.3 To ensure services meet local needs and contribute to improving children's outcomes.
- 9.2.4 To facilitate effective engagement between the community and the Children's Centres in order to shape services.
- 9.2.5 To respond to, and participate in, inspections including input into the development and maintenance of the Self Evaluation Form.

9.3 Monitoring

9.3.1 In conjunction with the Academy's leadership team and the Local Authority, the Advisory Boards will monitor and review:

- Children's centre service plans
- Policies
- Budgets
- The impact and delivery of services
- Partnership working and contributions

9.3.2 To provide effective feedback to each local Governing Body in order that efficient future decisions are made.

9.4 Advisory Board meetings

The Boards will meet at 6 monthly intervals. The agenda and papers will be circulated prior to the meeting. Any representative can request items for the agenda giving the Children's Centre Lead notice prior to the meeting. The agenda will include agreed standing items. (Safeguarding). Minutes will be circulated to all representatives within a fortnight of the meeting either in paper copy or by email. Representatives can nominate a substitute should they be unable to attend. The meeting will be quorate where 50% of the membership is present or their named substitute.

9.5 Membership

The Advisory Board is affiliated to each local Governing Body. To reflect the range of services provided through the Children's Centre, the Advisory Board represents its users including: Children's Centre workers, parents, health professionals, statutory services, job centre plus adviser, voluntary sector, private sector and governing body representatives. All representatives on the Board should take active involvement in the meetings and ensure they put forward the views and contributions from their area of representation. The membership of the Board will be reviewed annually to allow for different representatives to come forward. If any representative from an organisation or group fails to attend two consecutive meetings then an alternative representative will be nominated.

9.6 Roles and Responsibility of the Board's representatives

Members will have responsibility for:

- 9.6.1 Representing the perspective of the organisation, service or community group that they represent.
- 9.6.2 Provide feedback to their area of representation.
- 9.6.3 Champion the work of Woodnewton Academy Trust within their own organisation, service or community group.
- 9.6.4 Ensure that any agreed aims, policies and procedures from the Local Governing Body are followed in their area of representation.
- 9.6.5 Obtaining the views of their organisation, service or community group which will help to inform the design and delivery of future services.
- 9.6.6 Maintain confidentiality on matters indicated as confidential in the discussion and minutes of the meeting.
- 9.6.7 To assist in any Parents Led Needs Assessment when developing new services in the community reach area.

Members should also take responsibility for:

- 9.6.8 Understanding the Children's Centre development plan, commitments, aims and data.
- 9.6.9 Take meetings seriously and attend as regularly as possible ensuring there is a named substitute if they are unable to attend make every effort to prepare for the meeting and to take an active part in discussions and feedback.
- 9.6.10 Input and challenge the content of the Self Evaluation Form

9.7 Accountability

The Boards are ultimately directly accountable to the Directors of Woodnewton Academy Trust whilst individual members remain accountable to their own organisations. Where there may be a conflict of interest a board member will remove themselves from the meeting whilst decisions are made.

9.8 The Parent/Volunteer Forum

The Parent/Volunteer Forum is the voice of the parents in the centre and a critical friend to the centre. The forum meets monthly and is joined by key partners every 3 months. The group of parents/carers and/or volunteers will meet to share their opinions and ideas about issues that affect them and their families. It gives parents/volunteers the chance to have an input in the way that their local Children's Centre delivers its services. The views from these forums are represented at the Advisory Board. The purpose of the forum is to ensure that

children's centres are meeting the needs of the community; parents are at the core of the Children's Centre service, parents are encouraged to voice their opinions on the delivery of current activities, proposed future activities and any other relevant issues that may arise.

Local Governing Body Terms of Reference

1. Implementation of the Curriculum to include the review and monitoring of all curriculum policies to include:
 - Ensuring the Academies are meeting National Curriculum requirements and to review the Curriculum Policy;
 - To review and update an agreed Self Evaluation Form;
 - To review Raise Online Data and associated data profiles;
 - To monitor and review information on Academy Performance;
 - To monitor and review the Academies Improvement Plan;
 - To produce a Sex Education Policy;
 - To review the Academy Prospectus;
 - To set Targets;
 - To report to Parents according to statutory requirements;
 - To appoint link Governors for Child Protection, Inclusion and any other area as recommended by the Chief Executive Officer.

2. To ensure the safety and welfare of all staff and pupils to include the review and monitoring of all policies to include:
 - Compliance of the DfE Guidance;
 - Compliance with all child protection and SEN requirements;

3. To monitor and review all Premises and Health and Safety issues, to include:
 - Comply with the Health and Safety Policy on an annual basis;
 - The monitoring of Risk Assessment procedures;
 - Compliance with the Trust Health and Safety policy;
 - Considering training needs with regard to site and health and safety;
 - Compliance with current fire safety legislation and regulations;
 - Receive reports/audits from Health and Safety representatives;
 - Establishing and reviewing annually the Accessibility Plan;

4. To approve the Extended School work in the Academy to include:
 - Reviewing all activities and production of an annual development plan;
 - Monitor work to ensure adherence with the Plan and assess impact;
 - Receiving termly reports on progress.

5. To annually ensure that the insurance cover held by the Academy provide adequate protection against risks.

Audit Committee Terms of Reference

Membership and Administration

Membership:	A minimum of two Directors. The membership will be agreed on an annual basis at the first meeting of the Directors in the autumn term.
In attendance:	Three Directors. Directors who are not members of the Committee have the right of attendance by request but may not vote.
Chair:	A Director, excluding the Chair of Directors.
Clerk:	The Clerk to the Directors. The clerk to the committee will circulate an agenda for each meeting and papers at least a week before the committee meeting
Quorum:	2 Directors
Frequency of Meetings:	Three in each financial year and additional meetings as required.

Authority

The Audit Committee is an advisory body with no executive powers. However, it is authorised by the Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries. Requests for work, and reports received, from the Auditors will be channelled through the Accounting Officer (Executive Principal).

The Audit Committee is authorised to obtain independent professional advice if it considers this necessary.

Objectives

The Audit Committee is established to achieve internal scrutiny which delivers objective and independent assurance, which means that staff employed by the Trust should not be members but may attend to provide information and participate in discussions.

Duties

The specific duties of the Committee shall be:

1. To attend the Directors meeting at which the Auditors present their annual report.
2. To agree annually the internal audit work programme (to be carried out by the academy's external auditors in the absence of an internal audit function) in order to provide assurance.

3. To receive copies of the internal audit work reports (which are carried out by the academy's external auditors in the absence of an internal audit function) and to highlight any concerns.
4. To consider any relevant reports, such as reports on accounts, Value for Money reports and responses to any management letters.
5. To review the effectiveness of the internal control system established to ensure that the aims, objectives and key performance targets of the school are achieved in the most economic, effective and environmentally preferable manner. This will be by reviewing the quarterly system test reports which are conducted by the School's auditors.
6. To provide assurance that risks are being adequately identified and managed by reviewing the risks to internal control and agreeing on a programme of work to provide assurance on this. This will be by reviewing the quarterly system test reports which are conducted by the School's auditors.
7. To consider any other matters where requested to do so by the Directors.
8. To report at least once a year to the Directors on the discharge of the above duties.
9. To evaluate/monitor the Business Continuity Plan to ensure that any risks are minimised.

Advisory Board Committee Terms of Reference

1. To provide a universal service to all children under 5 and families, with a focus on the most disadvantaged communities, and provide access to a range of services to meet local need, which may include integrated care and education for young people, health services, family support, training and employment advice and support for child-minders.
2. To assist in the development of a business plan for the Children's Centre, which has to be agreed with Directors and Northamptonshire County Council.
3. Monitor services and activities of the Children Centre through timely monitoring data provided.
4. Respond and ensure action to all Ofsted recommendations.
5. Review the Children Centre annual report.
6. Monitor the development plan and ensure that the outcomes and core offer are being met.

Appointment of Staff

Support Staff	<ul style="list-style-type: none"> • Chief Executive Officer • Head of Academy • 1 Vice Principal • 1 Staff Member relevant to the post
Teaching Staff	<ul style="list-style-type: none"> • Chief Executive Officer • Heads of Academy • Vice Principals
Senior Management Team	<ul style="list-style-type: none"> • Chief Executive Officer • 1 Director • 2 Governors
Chief Executive Officer	<ul style="list-style-type: none"> • 2 Directors to include the Chair of the Board • 2 Governors • External Advisor

Tendering Limits

It is important that all purchases show Best Value has been achieved; to do this the Trust has adopted the following procedures, which must be adhered to at all times:

Estimated Value of Goods or Services or Construction Works	Minimum number of Quotes/ Tenders	Method of inviting Quotes/ Tenders	Basis of Selecting Supplier/ Contractor	Records Required	Formal Contract Required
Up to £1,000	One	Written Quotation	Purchasing Knowledge	Written Quotes to be Retained & Authorised by Finance Manager	No
£1,001 to £3,000	Two	Written Quotation	Purchasing Knowledge	Best Value Statement to be Completed & Authorised by Finance Manager	No
£3,001 to £10,000	Three	Written Quotation	Purchasing Knowledge Approved List Purchasing Consortium	Best Value Statement to be Completed & Authorised by Finance Manager & Chief Executive Officer	No
£10,001 to £50,000	Three	Formal Written Quotations	Purchasing Knowledge Approved List Purchasing Consortium	Best Value Statement to be Completed by Finance Manager & Authorised by Chief Executive Officer	No
Over £50,001	Four to be Invited	Sealed Tenders	Advertisement Approved List Purchasing Consortium	Best Value Statement to be completed by Finance Manager & Authorised by Chief Executive Officer & Director/Tendering Paperwork	Yes



Woodnewton Academy Trust Board of Directors Code of Conduct

2015 Version

This code sets out the expectations on and commitment required from Directors in order for the Board of Directors to properly carry out its work within the school and the community. It can be amended to include specific reference to the ethos of the particular school. 'School' includes academies, and it applies to all level of school governance.

The Board of Directors has the following core strategic functions:

Establishing the strategic direction, by:

- Setting the vision, values, and objectives for the academy
- Agreeing the improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the Chief Executive Officer
- Monitoring progress towards targets
- Performance managing the Chief Executive Officer
- Engaging with stakeholders
- Contributing to academy self-evaluation

Ensuring financial probity, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are managed

As individuals on the board we agree to the following:

Role & Responsibilities

- We understand the purpose of the Trust and the role of the Chief Executive Officer.
- We accept that we have no legal authority to act individually, except when the Trust has given us delegated authority to do so, and therefore we will only speak on behalf of the Trust when we have been specifically authorised to do so.

- We accept collective responsibility for all decisions made by the Trust or its delegated agents. This means that we will not speak against majority decisions outside the Board of Directors meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our academy. Our actions within the academy and the local community will reflect this.
- In making or responding to criticism or complaints affecting the academy we will follow the procedures established by the Trust.
- We will actively support and challenge the Chief Executive Officer.

Commitment

- We acknowledge that accepting office as a Director involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board of Directors, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the academy well and respond to opportunities to involve ourselves in academy activities.
- We will visit the academy, with all visits to the academy arranged in advance with the staff and undertaken within the framework established by the Board of Directors and agreed with the Chief Executive Officer.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We accept that in the interests of open government, our names, terms of office, roles on the Board of Directors, category of Director and the body responsible for appointing us will be published on the academy's website.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Directors.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Directors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Chief Executive Officer, staff and parents, the local authority and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside academy.
- We will exercise the greatest prudence at all times when discussions regarding academy business arise outside a Board of Directors meeting.
- We will not reveal the details of any Board of Directors vote.

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Board of Director's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the academy's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the academy as a whole and not as a representative of any group, even if elected to the Board of Trustees.

Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the Board of Directors will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair that we believe has breached this code, another Director, such as the vice chair will investigate.

The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

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.

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.

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.

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.

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.

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.

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

Adopted by the Board of Directors of Woodnewton Academy Trust on 8 December 2015.

Signed..... Printed name.....

Date:

Signed.....

Printed name.....

Date:

Signed.....

Printed name.....

Date:

Signed.....

Printed name.....

Date:

Signed.....

Printed name.....

Date:

Annex A

Process for Director Suspension

Subject to the following paragraphs the Board of Directors may by resolution suspend a Director for all or any meetings of the Board of Directors, or of a committee, for a fixed period of up to 6 months on one or more of the following grounds—

- (a) that the Director, being a person paid to work at the school, is the subject of disciplinary proceedings in relation to his employment;
- (b) that the Director is the subject of proceedings in any court or tribunal, the outcome of which may be that he is disqualified from continuing to hold office as a Director under the articles of association;
- (c) that the Director is in breach of any of the provisions of this code of practice which the Board of Directors believes has, or could, bring the office of academy Director into disrepute;
- (d) that the Director has acted in a way that is inconsistent with the ethos or with the religious character of the academy and has brought or is likely to bring the academy or the Board of Directors or his office into disrepute; or
- (e) that the Director is in breach of his duty of confidentiality to the academy or to any member of staff or to any pupil at the academy.

A resolution to suspend a Director from office shall not have effect unless the matter is specified as an item of business on the agenda for the meeting of which notice has been given in accordance with the articles of association.

Before a vote is taken on a resolution to suspend a Director, the Director proposing the resolution shall at the meeting state his reasons for doing so. The Director who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

Nothing in this regulation shall be read as affecting the right of a Director who has been suspended to receive notices of, and agendas and reports or other papers, for meetings of the Board of Directors during the period of his suspension.