



**EQUITAS**  
— ACADEMIES TRUST —

# **EQUITAS ACADEMIES TRUST**

## **Governance 2022-2023**

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# ***1. Trust Board and Committee Membership***

**'All Different, All Equal, All Achieving.'**

**This is the mission statement for both Academies and encompasses the Trust's ethos.**

**Our aim is to provide a stimulating environment in which students learn exceptionally well and develop life skills that prepare them for the future. We have high expectations for all students to work hard so that they reach the highest levels of attainment possible.**

**The Academies in the Trust are caring and nurturing environments and place the utmost importance on student welfare and personal development. Our students are safe in school and feel safe all of the time.**

## TRUST BOARD MEETINGS – 2022/23

| <b>Full Trust Board</b>   |
|---|
| Monday 26 <sup>th</sup> September 2022, 5pm <b>(TBA)</b><br><b>(Board set-up meeting)</b> |
| Wednesday 14 <sup>th</sup> December 2022, 5pm <b>(TBA)</b>                                |
| Monday 27 <sup>th</sup> March 2023, 5pm <b>(TBA)</b>                                      |
| Monday 3 <sup>rd</sup> July 2023, 5pm <b>(TBA)</b>  |
| <b>Annual General Meeting of Members</b>  |
| TBC Thursday 15 <sup>th</sup> December 2021, 10am <b>(TBA)</b>                            |

| <u>Autumn Term</u>   |   |
|--|---|
| Local Parent Group (Aston Manor) **  | Half-termly   |
| Local Parent Group (Chilwell Croft) **                                     | Half-termly   |
| Raising Standard Committee   | Monday 10 <sup>th</sup> October 2022, 5pm <b>(TBA)</b>  |
| Finance and General Purposes Committee                                     | Monday 3 <sup>rd</sup> October 2022, 5pm <b>(TBA)</b>   |
| Finance and General Purposes Committee<br>(including Pay Review decisions) | Monday 28 <sup>th</sup> November 2022, 5pm <b>(TBA)</b> |
| Raising Standard Committee   | Monday 5 <sup>th</sup> December 2022, 5pm <b>(TBA)</b>  |
| <u>Spring Term</u>   |   |
| Local Parent Group (Aston Manor) **  | Half-termly   |
| Local Parent Group (Chilwell Croft) **                                     | Half-termly   |
| Raising Standard Committee   | Monday 23 <sup>rd</sup> January 2023, 5pm <b>(TBA)</b>  |
| Finance and General Purposes Committee                                     | Monday 30 <sup>th</sup> January 2023, 5pm <b>(TBA)</b>  |
| Raising Standard Committee   | Monday 13 <sup>th</sup> March 2023, 5pm <b>(TBA)</b>    |
| Finance and General Purposes Committee                                     | Monday 20 <sup>th</sup> March 2023, 5pm <b>(TBA)</b>    |
| <u>Summer Term</u>   |   |
| Local Parent Group (Aston Manor) **  | Half-termly   |
| Local Parent Group (Chilwell Croft) **                                     | Half-termly   |
| Raising Standard Committee   | Monday 15 <sup>th</sup> May 2023, 5pm <b>(TBA)</b>      |
| Finance and General Purposes Committee                                     | Monday 22 <sup>nd</sup> May 2023, 5pm <b>(TBA)</b>      |
| Raising Standards Committee  | Monday 19 <sup>th</sup> June 2023, 5pm <b>(TBA)</b>     |
| Finance and General Purposes Committee                                     | Monday 26 <sup>th</sup> June 2023, 5pm <b>(TBA)</b>     |

**Additional meetings will be convened as and when required**

**\*\* denotes Governance Professional not required, but meeting minutes will be taken**

## Membership of the Trust Board:

| Trustee Name                 | Director/Member | Term Start Date | Term End Date |
|------------------------------|-----------------|-----------------|---------------|
| Mr Wadim Wesolek (Chair)     | Director        | 24.09.2022      | 23.09.2022    |
| Mr Herville Hector           | Director        | 12.7.2021       | 11.7.2025     |
| Mr Michael Bartley           | Director        | 12.03.2022      | 11.03.2026    |
| Mr Roland Barrett-Price      | Director        | 7.12.2020       | 6.12.2024     |
| Mr Conor Hickey              | Director        | 12.7.2021       | 11.7.2025     |
| Mr Simon Harris (Vice Chair) | Director        | 7.12.2020       | 6.12.2024     |
| Ms Karen Malcom              | Director        | 27.09.2021      | 26.09.2025    |
| Ms Jane Gotschel             | Director        | 27.09.2021      | 26.09.2025    |
| Ms Sharron Ledgister         | Director        | 26.09.2022      | 25.09.2026    |

*The quorum for the Full Trust Board meetings is three*

| Local Advisory Groups  |
|--|
| Local Advisory Group meetings are held half-termly at each school and minutes are passed to the Trust Board for information. |

| Clerk to Equitas Academies Trust |
|----------------------------------|
| SIPS Education Clerk             |

## Committee Group Structure

### Committee Groups:

- Finance & General Purposes Committee (Incorporating Audit Committee)
- Raising Standards Committee

Both the Raising Standards and Finance & General Purposes Committees usually meet once each half term.

**Committee Membership:**

| <b>Committee</b>  | <b>Membership</b>  |
|---|--|
| Finance and General Purposes Committee<br><b>(3 Quorum)</b> | Mr Connor Hickey (Chair)<br>Mr Roland Barrett Price<br>Mr Herville Hector<br>Mr Wadim Wesolek<br>Ms Sharon Ledgister |
| Raising Standards Committee<br><b>(3 Quorum)</b>            | Ms Jane Gotschel (Chair)<br>Mr Michael Bartley<br>Mr Simon Harris<br>Ms Karen Malcom                                 |
| Committee membership to be nominated                        |  |

| <b>Trust Panel Meetings</b>  |
|--|
| <p>Pupil Exclusion<br/>Staff Appointments<br/>Staff Dismissal and Appeals<br/>Staff Redundancy and Appeals<br/>Staff Pay &amp; Conditions and Appeals<br/>Parental Complaints/Grievances</p> <p align="center"><b>Trustees may be called upon to sit on any of the above Panel meetings as and when required</b></p> |

## ***2. Governance Structure - Roles***

### **MEMBERS**

- The Members are guardians of the governance of the Trust and as such have a different status to Trustees.
- They are the subscribers to the Memorandum and Articles of Association (the legal document which outlines the governance structure and how the Trust will operate).
- The Members appoint Trustees to the Board to ensure that the Trust's charitable object is carried out and so are able to remove Trustees if they fail to fulfil this responsibility. They oversee the achievement of the Trust's objectives, acting as the 'conscience' and 'moral guardian' of the Trust's purpose and values. Members also oversee the performance of the Board.
- The Board submits an annual report on the performance of the Trust to the Members at the Annual General Meeting to enable them to fulfil this role.
- The Academy Trust Handbook recommends that Members should not be Trustees and Equitas Academies Trust will seek to transition to this position over time.

### **BOARD OF TRUSTEES**

- The Board is responsible for the general control and management of the administration of the Trust.
- The Board:
  - ensures clarity of vision, ethos and strategic direction
  - holds the CEO to account for the educational performance of the Trust's academies and their pupils, plus the performance management of staff
  - oversees the financial performance of the Trust and makes sure its money is well spent.
- The Board will produce an annual report on the performance of the Trust for Members and for external publication.
- Because Trustees are bound by both charity and company law, the terms 'Trustees' and 'Directors' are often used interchangeably. Equitas Academies Trust uses the term 'Trustee'.
- As part of their responsibilities, a Trustee may take on a link responsibility, either as a Chair of a Committee, or for a Trust-wide priority.

### **BOARD COMMITTEES**

- The Board has agreed to establish two committees, as identified in this handbook and the Scheme of Delegation, to carry out some of its governance functions. This includes making decisions, although any decisions made will be deemed decisions of the Board.
- The Board has the following Committees: Raising Standards and Finance & General Purpose.
- The Board can create additional Committees, Working Parties or Panels as required. The Board may remove delegations from any Committee, Working Party or Panel if required.
- The Scheme of Delegation sets out the powers that both the Board's Committees and the CEO may exercise on behalf of the Trustees.
- The Scheme of Delegation is supported by Terms of Reference for each Committee.

### **CHIEF EXECUTIVE OFFICER (CEO)**

- The CEO has the delegated responsibility for the operation of the Trust, including the performance of the Trust's academies. As such, the CEO is responsible for the performance management of the Headteachers and Chief Operations Officer.
- The CEO is the accounting officer, with overall responsibility for the operation of the Trust's financial

responsibilities. The CEO, in conjunction with the Chief Operations Officer (who fulfils the function of Chief Financial Officer) must ensure that the organisation is run with financial effectiveness, stability and probity; avoiding waste and securing value for money.

#### **EXECUTIVE MANAGEMENT TEAM:**

- The CEO leads the Trust's Leadership Team, made up of the Headteachers and Director of Finance (CFO). The CEO may delegate executive management functions to members of these teams. This includes preparing reports on specific areas of responsibility for the Board and its Committees.
- The CEO is accountable to the Board for the performance of the Executive Management Team.

#### **THE CHAIR OF THE BOARD**

- The Chair plays an important role, with responsibility for leading the Board and for convening and chairing meetings.
- As the main link between the Board and the Executive Management Team, they will work to build a strong partnership with the Trust
- They will liaise with the Chief Executive Officer and the Clerk to ensure the final agendas for meetings, as well as the management of papers and appropriate records, are in place.
- The Chair is responsible for promoting the development of the Board as a whole.
- With support from the members and the Trust, they play a decisive part in determining the appointment and re-appointment of Trustees.
- They also ensure that the Board is effective in challenging and supporting the educational performance of the Trust.

#### **CLERKING**

- The Board determines clerking arrangements for its meetings and committees. Equitas Academies Trust has appointed SIPS Education as Governance Professional.
- The Board has delegated responsibility for governance administration to the Chief Executive Officer.
- The Governance Professional will ensure that records of membership are kept up to date, and that meeting papers and other important documents are shared in a timely manner and that meetings are accurately minuted.
- The Governance Professional is the first point of call for any Board governance queries.

## ***3. Governance - Terms of Reference***

### **ANNUAL GENERAL MEETING (AGM)**

#### Purpose and Scope

- To ensure that the Trust's charitable object is carried out.
- To oversee the achievement of the Trust.
- To oversee the performance of the Trustees.

#### Composition

- The agreed Governance Structure consists of up to five Members.
- The AGM will be quorate when no less than three Members are present.

#### Meeting Frequency

- The AGM will take place annually, in December.
- Members may choose to meet at other times in line with the Articles of Association.

#### Summary Delegations

- The Members will receive the Annual Accounts from the Board of Trustees.
- The Members will approve any requests in line with the Articles of Association .
  - Appointing or removing Members.
  - Appointing or removing Trustees.
  - Reviewing role description for Members.
  - Approving recommendations for changes to the Articles of Association.
  - Approving recommendations for a change in the name of the Trust.

#### Administration

- The meeting will be clerked in line with the approved Trust clerking arrangements.

### **BOARD OF TRUSTEE MEETINGS**

#### Purpose and Scope

- The Board of Trustees is the main Governing Body for the Trust and is accountable for the actions of all elements of the Trust including Academy performance and financial probity.

#### Composition

- The agreed Governance Structure for the Board of Trustees consists of up to 12 Trustees.
- The quorum for the Board of Trustees is no less than three Trustees in attendance.
- The Chair and Vice Chair will be elected annually by the Trustees.

#### Meeting Frequency

- The Board of Trustees meets four times a year in line with the Governance Calendar. One of these meetings will be the Trustees "set-up" meeting.

- Trustees may request additional meetings in line with the Articles of Association.

#### Delegations

- The Board of Trustees is responsible for Trust strategy and monitoring operational policy through the Chief Executive (CEO).
- The Board of Trustees agrees the Annual Scheme of Delegation which sets out the delegations approved by the Board of Trustees.

#### Administration

- The meeting will be clerked in line with the approved Trust clerking arrangements.

## **FINANCE & GENERAL PURPOSE COMMITTEE (INCOPORATING AUDIT COMMITTEE)**

#### Purpose and Scope

- The Finance & General Purpose Committee is a Committee of the Board of Trustees and its role is to support and advise the Board in exercising its authority in relation to the matters set out in these terms of reference. The Committee is responsible to the Board for its performance.
- The Board has defined the Committee's purpose as assisting the Board in its on-going oversight of the Trust's arrangements for budgeting, financial planning, financial performance and financial reporting in respect of both revenue and capital activities.
- The Committee will assist the Board on its ongoing oversight of all other support operations of the Trust, including Estates, Compliance, ICT and HR as required.
- It is authorised to request any information it requires from any employee, external auditor or internal auditor regarding its duties and responsibilities. The Finance & General Purpose Committee is authorised to request any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer. However, the Finance & General Purpose Committee may not incur expenditure without approval of the Board of Trustees.
- The Finance & General Purpose Committee fulfils the function of an Audit & Risk Committee as defined by the Academy Trust Handbook.
- As such, it is authorised to request any information it requires from any employee, external auditor or internal auditor.
- It is authorised to request any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer.
- This committee acts independently from the executive management team to ensure that the interests of Members are properly protected in relation to financial reporting and internal control.
- The Committee's role is to assess the scope and effectiveness of the systems established by the executive management team to identify, assess, manage and monitor financial and non-financial risks to the company including the risk register. It also maintains an oversight of the Trust's governance, internal control, financial reporting and value for money frameworks in order to establish levels of compliance throughout the Trust.

#### Composition

- The committee has up to 6 Trustees.
- The Finance & General Purpose Committee will be quorate if three non-executive Trustees are present.

## Meeting Frequency

- This committee meets no less than three times per year, but ideally each half-term.

## Delegations

*The Board of Trustees delegates authority to the Finance & General Purpose Committee to:*

- Review and scrutinise the summary of the Trust and its academies budgets.
- Review and scrutinise the Condition Improvement Fund bids.
- Review and scrutinise the schemes of delegation in relation to Finance and Assets and make recommendations for any changes to the Board.
- Review and scrutinise the Trust and Academy budgets.
- Review the Financial Statements in the Annual Report and Accounts and recommend them to the Board of Trustees.

*The Finance & General Purpose Committee shall undertake and be responsible for the following activities:*

- Monitoring the current and projected levels of income and expenditure across individual academies.
- Reviewing the central team management accounts and monitoring performance against the financial and resource objectives approved in the annual plan and budget.
- Reviewing the financial implications and any significant financial risks associated with new proposals and developments.
- Advising the Board of Trustees on strategic matters relating to Finance, Estates, Procurement, and other key support function activities.
- Reviewing income and expenditure of the Trust as well as individual academies.
- To fulfil its function as an Audit Committee, ensuring that an effective framework for the financial management of the Trust is in place, which will include the following:
- To ensure that the Internal Auditors commissioned comply with the standards set by the Chartered Institute of Internal Auditors.
  - To receive reports from management, the External Auditor and Internal Auditor on an agreed basis and consider the issues raised, management responses and action plans.
  - To monitor outstanding audit recommendations and ensure any agreed delays to implementation dates are reasonable.
  - To ensure appropriate cooperation and coordination of the work of the External and Internal Auditor.
  - To meet the Internal and External Auditor without management at least annually.
- To receive the annual management letter from the external auditors and establish whether recommendations have been implemented.
- To review the content of the Annual Report and Accounts and advise the Board whether it is fair, balanced and understandable.
- The Committee must ensure an annual report is provided by an internal auditor covering key findings, recommendations and conclusions.
- To review the Trustees' Statement in the Annual Report and Accounts on the Trust's internal controls and risk management framework and recommend the statement to the Board of Trustees in line with the Annual ESFA 'Accounts Direction.

*The Committee has the following duties:*

- To review key risk areas via the risk register and scrutinise the Trust's approach to the management and control of the key areas of risk identified.
- To report to the Board of Trustees regularly every term on the appropriateness of the controls put in place and the levels of compliance achieved.
- To review and scrutinise the Trust's risk management policy and make recommendations to the Board.
- To review the implementation of agreed risk management systems within academies, with particular focus on Safeguarding, Health and Safety and Educational Visits.
- To ensure that an effective framework for the financial management of the Trust is in place.
- To review the Trust's internal financial controls, that is, the systems established to identify, assess, manage and monitor financial risks.
- To review the External Auditor's annual planning proposals.
- To monitor the External Auditors' compliance with the Ethical Standard and other related regulatory requirements.
- To review and monitor management's responsiveness to the external auditor's findings and recommendations.
- To review the Internal Auditor's annual planning proposals and approve the audit plan.
- To monitor and assess the role and effectiveness of the Internal Audit process in the overall context of the Trust's risk management system.
- To monitor that all allegations of fraud or irregularity are managed and investigated appropriately.
- Review and scrutinise the whistleblowing and anti-fraud and corruption policies and ensure that arrangements are in place by which staff may raise concerns in confidence and make recommendations to the Board.

#### **HR/Recruitment**

- To oversee staff appointment processes ensuring that Trust recruitment protocols are followed (other than the Executive Principal/Principal which will be a shared process with the Board of Trustees).
- To attend staffing related panels supported / facilitated by Trust officers.
- To receive appropriate staffing reports and monitor the impact on educational provision and outcomes.
- To attend disciplinary panels as required.

*Specifically in respect of audit related responsibilities, the Committee has the following responsibilities:*

- To advise the Board of Trustees and Accounting Officer on the adequacy and effectiveness of the Trust's governance, risk management, internal control and value for money systems.
- To advise the Members of the Academy Trust Company on the appointment, reappointment, dismissal and remuneration of the external and regularity auditors.
- To advise the Members of the Academy Trust Company on the need for and then the appointment, re-appointment, dismissal and remuneration of the internal auditors.
- To advise the Board of Trustees on the programme of work to be delivered by both the external and internal auditors. The programme of work should be derived from having regard to the key risks faced by the Trust.
- To encourage a culture within the trust whereby each individual feels they have a part to play in guarding the probity of the trust, and is able to take any concerns/worries to an appropriate member of staff, or in exceptional circumstances, directly to the Board of Trustees.

Administration

- The meeting will be clerked in line with the approved Trust clerking arrangements.
- The minutes of the Finance & General Purpose Committee will be submitted to the Board of Trustees.
- The Committee shall report to the Board of Trustees as required and make whatever recommendations to them that it deems appropriate within the context of its terms of reference.

## **RAISING STANDARDS COMMITTEE**

### Purpose and Scope

The Committee is responsible for the Monitoring & Evaluation of all standards across Equitas Trust.

At the first meeting of the Trust Board in each academic year, the Trust Board should:

- Consider and confirm the committee's recommendations for its terms of reference, delegated powers and priorities for the academic year. The terms of reference should include the activities listed below, together with any additional items that the Trust Board may wish to include.
- Consider and confirm the membership of the committee, process for electing a chair, clerking arrangements and financial delegation to the Headteachers
- At the first meeting of the committee it should:
- Agree a programme of meetings for the year, having regard to the dates for the full Trust Board meetings for the same period
- Agree work priorities

### **The Activities of the committee will include the following**

#### Raising Standards

- To analyse and evaluate Key Performance Indicators (KPI's) in order to determine areas for improvement.
- To facilitate improved performance in all key areas including EYFS and Key Stages 1, 2, 3, 4 and 5.
- To facilitate improved performance in the key Ofsted areas of achievement of pupils, quality of teaching, behavior and safety of students and quality of leadership.
- To facilitate the implementation of Aston Manor/Chilwell Croft School Improvement Plan.
- To monitor the development of Aston Manor/Chilwell Croft School Improvement Plan.
- To facilitate the aim of the Trust for all schools within it to be at least 'good' moving towards an 'Outstanding' Ofsted rating.

#### Composition

- The committee has up to 6 Trustees.

- The Raising Standards Committee will be quorate if three non-executive Trustees are present.

#### Meeting Frequency

- This committee meets no less than three times per year, but ideally once each half-term.

#### Delegations

##### **Academy Improvement and Inclusion**

- To appoint from its members a designated Pupil Premium / Disadvantaged Governor and a link focusing on Looked After Children
- To monitor educational outcomes and progress against targets and the associated strategies for improvement and impact.
- To contribute to and review Academy self-evaluation documentation.
- To approve the Academy Development / Strategic Plan.
- To monitor implementation of any post OFSTED action plans and if relevant, any Trust related improvement plans.
- To ensure the Academy effectively implements strategies for inclusion.

##### **Safeguarding**

- To appoint from its members a designated Child Protection and Safeguarding Governor.
- To monitor the implementation of the Trust Child Protection and Safeguarding policies.
- To undertake an annual Safeguarding audit and act upon any recommendations ensuring that a completed submission is provided to the Board of Trustees.

##### **Community, Governance and Local Issues**

- To monitor the implementation of Trust policies.
- To approve and monitor the implementation of agreed local Academy policies.
- To promote partnership working between parents/carers in order to promote high quality educational provision and outcomes.
- To ensure that feedback from stakeholder engagement is used to support the development of best practice and the quality of experience for young people and staff.
- To attend complaints panels as required.
- To ensure appropriate representation at Parents Forum and Academy events.

#### Administration

- The meeting will be clerked in line with the approved Trust clerking arrangements.
- The minutes of the Raising Standards Committee will be submitted to the Board of Trustees.
- The Committee shall report to the Board of Trustees as required and make whatever recommendations to them that it deems appropriate within the context of its terms of reference.

## LOCAL ACADEMY BOARDS

### Purpose and Scope

The Committee is responsible for the engagement of stakeholders (parents and local community) at each academy. The committee shall be a sub committee of the Raising Standards Committee.

### **The Activities of the committee will include the following:**

- Share and review student attendance, achievement and outcomes
- Provide curriculum updates
- Discussion of local community issues which may effect the academy
- Be a consultative body for the academy's stakeholders
- Provide updates on the School Self Evaluation and School Development Plan
- Provide an update on school admissions and student numbers
- Review and advice on marketing and promotion.

### Composition

The committee will include the following:

- Academy Headteacher
- A minimum of two parent representatives per academy
- A minimum of two members of staff per school
- Equitas Academies Trust CEO

Equitas Academy Board Trustees may be invited to attend the meetings by the Headteachers. It may be also useful to invite community leaders for appropriate agenda items.

Parent Representatives should normally be elected by the parent body. In order to be eligible for election the individuals have to be the parent of a child at the academy.

### Meeting Frequency

- This committee meets no less than three times per year, but ideally once each half-term.

## ***4. Trustees with Named Responsibility***

| <b>Responsibility</b>                | <b>Named Trustee</b>             | <b>School Lead</b>   |
|--------------------------------------|----------------------------------|--|
| CEO Performance Management           | Trust Chair and Trust Vice-Chair | NA   |
| Headteacher's Performance Management | Trust Chair and Trust Vice-Chair | CEO – Alex Lofthouse   |
| Safeguarding                         | Ms Jane Gotschel                 | Mrs Jill Sweeney<br>Mrs Sandra Coleman<br>Mrs Nanette Wragg<br>Mrs Pravina Patel |
| SEND                                 | Mr Simon Harris                  | Mrs Ruksana Fazil<br>Mrs Bhupinder Oubhie  |
| Whistleblowing                       | Mr Connor Hickey                 | Mrs Jill Sweeney<br>Mrs Nanette Wragg  |
| Health & Safety<br>Estates           | Mr Roland Barrett-Price          | Ms Alex Lofthouse<br>Mr Jason Allibone   |
| Pupil Premium<br>Careers             | Ms Karen Malcom                  | Stacey Lander  |