



Transforming Lives

EDUCATIONAL TRUST

# System of Governance and Working Practices

(A Handbook for Members, Trustees, Academy Improvement Management  
(AIM) Board Governing Partners and Executive Leadership)

January 2023

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This Handbook of System of Governance and Working Practices, as adopted by Transforming Lives Educational Trust, provides for, and establishes, integrity and transparency of governance methodology considered central to the effective operation of the Trust.

**Chair of Trustees**

**Transforming Tomorrow, Today**

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## 1 – Introduction

### Purpose

- 1.1 This manual is provided by way of induction for Transforming Lives Educational Trust (TLET) Members, Trustees, Academy Improvement Management (AIM) Board Governing Partners, and the Executive Leadership and serves to inform the interaction across the respective governance layers of the Trust.

### Context

- 1.2 TLET is a charitable company limited by guarantee and an exempt charity. As such, and satisfying the requirement of the [Companies Act 2006](#), it has a hierarchical governance structure comprising:
- Members;
  - Trust Board;
  - AIM Board (Governing) Partners;
  - Executive Leadership.
- 1.2.1 As guardians of governance, **Members** hold strategic and legal oversight of the Trust and have a general duty to further the Trust's charitable object, which is 'to advance, for the public benefit, education in the United Kingdom'.
- 1.2.2 The **Trust Board** is recognised by the Education and Skills Funding Agency (ESFA) agreement and the Regional Schools' Commissioner on behalf of the Secretary of State for Education as the accountable body for the Trust.
- 1.2.3 **AIM Boards** ensure learning provision at individual Academy level is fit for purpose and sustains the Trust's vision as expressed through our strapline of 'Transforming Tomorrow, Today'. To this end, local AIM Boards operate as subcommittees for the Trust Board.
- 1.2.4 The **Executive Leadership** is responsible for the delivery of the Trust's Strategic Plan and the effective implementation of Trust-wide business functions, educational provision, and performance standards.

### One Team, One Goal

- 1.3 The essence of TLET's governance practice is predicated on organisational unity and an absolute commitment to transform the life chances of children and young people.
- 1.3.1 We uphold the Nolan Principles (7 Principles of public office) and champion the Department for Education's (DfE) 'Six key features of effective governance' within a Multi-academy Trust, specifically:
- strategic leadership that sets and champions vision, ethos and strategy;
  - accountability that drives up educational standards and financial performance;
  - people with the right skills, experience, qualities and capacity;
  - structures that reinforce clearly defined roles and responsibilities;
  - compliance with statutory and contractual requirements;
  - evaluation to monitor and improve the quality and impact of governance.
- 1.3.2 In exercising our collective duties, we acknowledge our civic leadership responsibilities as an 'anchor institution' within the communities we serve - this being the cornerstone of our decision-making and governance.

## 2 – Regulation

### Overview

- 2.1 The business and educational environment in which the Trust operates is highly regulated. In this regard, TLET falls within the jurisdiction and powers, amongst others, of:
- [The Charities Commission for England and Wales](#)
  - [The Department for Education \(DfE\)](#)
  - [The Office for Standards in Education, Children's Services and Skills \(Ofsted\)](#)

- [The Office of Qualification and Examinations Regulation \(Ofqual\)](#)
- [The Education and Skills Funding Agency \(ESFA\)](#)
- [The Regional Schools Commissioners \(RSC\)](#)

2.2 Awareness and an understanding of regulatory and operational direction pertinent to robust, transparent and consistency of governance is paramount. Therefore, Members, Trustees, AIM Board (Governing) Partners and those in Executive Leadership are directed to familiarise themselves with the associated documents listed below. These are to be read in conjunction with this Handbook as they inform and underpin the organisational governance as adopted by the Trust.

### 2.2.1 Legal and Statutory Provision

- [The Companies Act 2006](#)
- [Charities Act 2011](#)
- [Education & Skills Act 2008](#)
- [The Schools Admissions Code 2021](#)

### 2.2.2 Regulatory and Compliance Obligations

- [Academies Trust Handbook\\*](#)
- [DfE Keeping Children Safe in Education\\*](#)
- [DfE Governance Handbook and Competency Framework](#)
- [DfE Academy Trust Governance, Structures and Role Descriptors](#)
- [The 7 Principles of Public Life \(The Nolan Principles\)](#)

\* **Note:** Documents updated around June of each year for implementation as at the beginning of the Academic year

### 2.2.3 Operational Governance

- [TLET Articles of Association](#)
- [TLET Terms of Reference](#) for:
  - o Members;
  - o Trust Board;
  - o Audit and Risk Committee;
  - o Operations Standards Committee;
  - o Academy Improvement Management (AIM) Board;
  - o Link Trustee.
- [TLET Scheme of Delegated Authority \(SoDA\)](#)
- [TLET Master Funding Agreement](#)

## 3 – Accountability

### Ethos

3.1 Accountability for governance within and across the Trust originates from a **culture of governance** designed to establish, develop and maintain proper business accountability hierarchy. Furthermore, ensuring adherence to internal and external documented protocol, process and management standards and an openness to independent scrutiny is our hallmark of **compliant governance**, whilst evaluating performance through applied operational reporting frameworks, checks and balances **confirms governance**.

### Effective Governance

3.2 Consistent and effective governance across the Trust is shaped by the collective skills and experience of the Trust's Members, Trustees, AIM Board Governing Partners, and is central to the Trust delivering its stated and published objectives.

### **Non-Executives**

- 3.2.1 The roles of Member, Trustee, and AIM Board governing partner are designated as non-executive and voluntary in nature. Therefore, to ensure transparency and integrity of process regarding the appointment and selection of TLET volunteer office holders, the Trust appoints in accordance with TLET's documented procedure (formal application, professional discussion, uptake of references). Appointments reflect identified skills need, with such skills being assessed using the National Governance Association's skills audit and skills matrix assessment tool.

### **Economies of Scale**

- 3.2.2 To enable each of the Trust's Academies to work in an effective and consistent manner, and to build the opportunities afforded by economies of scale, TLET provide a number of centralised services, such as Finance, IT, HR and Estates. Such services and core provision are fundamental in building capacity in our Academy leaders allowing them to focus on improving outcomes for pupils, as well as ensuring focussed learning capacity and provision.

### **Education Improvement**

- 3.2.3 Augmenting the core service provision, the Trust also incorporates an Education Improvement Service designed to provide a consistent and strategic approach to improving pupil outcomes through ITT and recruitment, CPD and training, peer review and external validation, school-to-school support and talent management, so giving Academy leaders the tools they need to innovate and impact change.

### **Governance 'Lead'**

- 3.2.4 To ensure focus of business objectives and effectiveness of governing practice, Trustees with pertinent skill sets are assigned as 'lead' for each of the key objectives/pillars of the Trust's Strategic Plan. Similarly, 'lead' Trustees are appointed oversight for Trust-wide areas such as Safeguarding, Health & Safety, Staff and Pupil Wellbeing, Finance and Personnel.

### **Terms of Reference**

- 3.2.5 Each of the TLET's subcommittees operates to specified Terms of Reference (ToR) as ratified by the Trust Board. All ToR, including those for the Trust Board, together with relevant Schedule of Activities and/or Standard Agendas can be found in the Appendices to this document.

### **Trust Management**

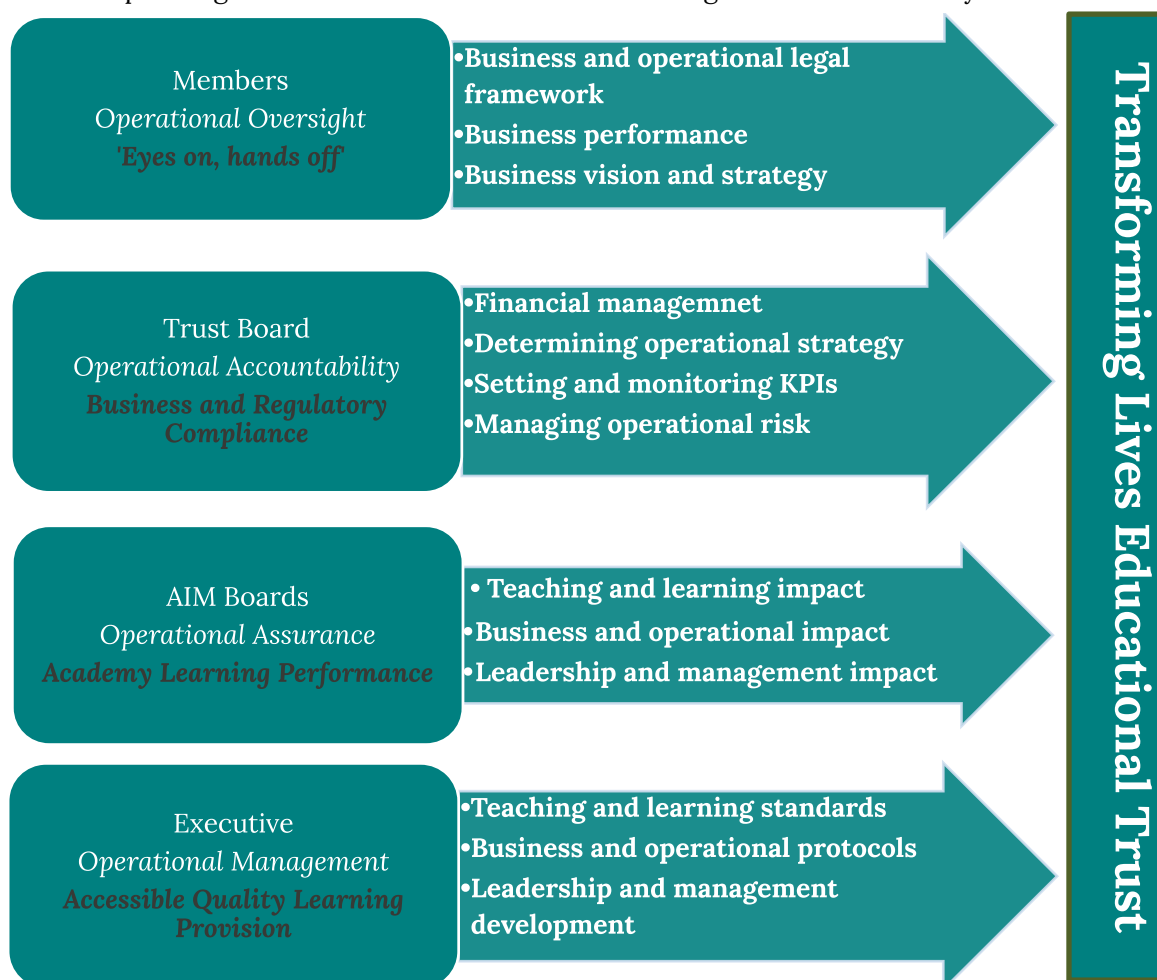
- 3.2.6 The management of the Trust operation is vested in the Chief Executive Officer (CEO). The CEO is also the Accounting Officer (AO). Although not an elected trustee and therefore carries no voting rights, the CEO is pivotal to the efficient and effective operation and governance of the Trust.

### **Governance Professional**

- 3.2.7 The Trust is supported by a team of governance professionals. The Clerk to the Trustees, as well as providing professional secretarial services in support of Board activities, also ensures regulatory matters as informed by internal protocol and external regulatory demand are considered, managed, and processed in a timely and compliant manner. The Chair, CEO and Clerk to the Trustees work closely regarding all matters of governance.
- 3.2.7.1 Likewise, the Clerks to our AIM Boards provide professional secretariat services and the administration and guidance of regulatory compliance data and information pertaining to the local operation of the Academy.

## Hierarchy

3.3 TLET's governance and working practices are integral to the structure of the Trust with robust and transparent governance demonstrable across the organisational hierarchy.



## Members

3.4 Members are essential to the integrity of Transforming Lives Educational Trust. Holding strategic and legal oversight, Members are the guardians of the governance of the Trust and have a general duty to exercise their responsibilities and powers to further the Trust's charitable object, which is 'to advance, for the public benefit, education in the United Kingdom'.

3.4.1 Members are required to fulfil their legal and business duty in an 'eyes on, hands off' mode so as to remove potential of direct influence/business persuasion of the Trust Board operational responsibility and business discretion.

3.4.2 However, whilst accountability and responsibility for the Trust's strategic and business operation sits with the Trust Board, Members should, if they determine that the Trust is/is becoming dysfunctional, have a strong interest in ensuring the Board has plans to address issues, or otherwise to remove the Board or individual Trustees and re-appoint Trustees with the skills necessary for effective governance.

3.4.3 Members have a limited and distinct role. By utilising a range of responsibilities/powers\*, members help to ensure that the Trust Board are exercising effective governance. The powers afforded to Members include:

- Appointing and removing Trustees;
- Appointing and removing Members;
- Directing Trustees by way of special resolution should governance be deemed dysfunctional;

- Amending the Trust's Articles of Association;
- Appointing and removing the Trust's external auditor

\*A fuller descriptor and interpretation of responsibilities/'powers' can be found [here](#).

3.4.4 In fulfilling their role, it is important that Members do not overstep their responsibilities /powers or undermine the Trust Board's discretion when exercising their responsibilities. The DfE's strong preference is '...for at least the majority of Members to not sit on the trust board...'. However, the Trust Board recognises the importance of keeping Members informed about Trust business so members can be assured that the Trust Board is exercising effective governance.

### **Trust Board**

3.5 The Trust Board as recognised by the ESFA Funding Agreement and the Regional Schools' Commissioner on behalf of the Secretary of State for Education, is the accountable body for the Trust, with accountability extending (but not limited) to:

- Financial Probity;
- Operational Regularity;
- Learning Performance.

### **Financial Probity**

3.5.1 Financial Probity is managed and monitored by the Audit & Risk Committee (ARC). The ARC is a subcommittee of the Trust Board with delegated authority and chaired by a nominated lead trustee with the pertinent skill set.

3.5.2 The scope of the ARC encompasses:

- Audit Regularity;
- Risk Evaluation and Management;
- Financial Management Policies;
- Internal Scrutiny.

### **Operational Regularity**

3.5.3 Operational Regularity is addressed through the Operation Standards Committee (OSC). The OSC is a subcommittee of the Trust Board with delegated authority and chaired by a nominated lead trustee with the pertinent skill set.

3.5.4 The scope of the OSC encompasses:

- Remuneration Standardisation;
- Safeguarding Performance;
- Resource Management;
- AIM Board Annual Review.

### **Learning Performance**

3.5.5 Learning Performance is developed and managed through the TLET 'Leadership Group'. This group, chaired by the CEO and attended by Academy Principals and TLET Central Team leaders, reports performance updates to the Trust Board.

3.5.6 The scope of the Leadership Group encompasses:

- Operational Standardisation;
- Quality Assurance;
- Teaching & Learning.

### **Academy Improvement Management (AIM) Board**

3.6 TLET system and design of governance and working practices recognises local Academy Improvement Management (AIM) Boards as integral to its governance framework. The inclusion of local AIM Boards

ensures learning provision at individual Academy level is fit for purpose and sustains the Trust's vision as expressed through our strapline of 'Transforming Tomorrow, Today'.

- 3.6.1 AIM Boards are subcommittees of the Trust Board with authority and powers cascading from the Trust to the AIM Board through the instrument of a documented Scheme of Delegated Authority (SoDA), with meeting discipline and governance directed by the Trust Board through the TLET AIM Board Standard Agenda.
- 3.6.2 AIM Board Governing Partners hold the Academy leadership to account and provide independent scrutiny, challenge and the proactive assessment of operational performance at the local level.
- 3.6.3 Day-to-day operational accountability of the Trust's academies is vested in the Academy Improvement Management (AIM) Boards, having specific accountability with regard to intent, implementation and impact of: Teaching and Learning; Business and Operational; and Leadership and Management.
- 3.6.4 Parental/community 'voice' is delivered through AIM Board (Governing) Partners drawn from the Academy parent/carers/local community. This reflects the Trust's desire for our Academies to be anchor institutions at the heart of the communities we serve.

### **Executive Team**

- 3.7 The Executive Team is responsible for the effective and efficient implementation of the business and educational functions across the Trust.
- 3.7.1 The Executive team comprises:
  - Chief Executive Officer and Accounting Officer (CEO/AO)
  - Chief Finance Officer (CFO)
  - Chief Education Improvement Officer (CEIO)
  - Business Operations and Estates Manager (BOEM)
- 3.7.2 Operationally, the Executive team is augmented by the TLET Leadership Group.

## **4 – Communications and Reporting**

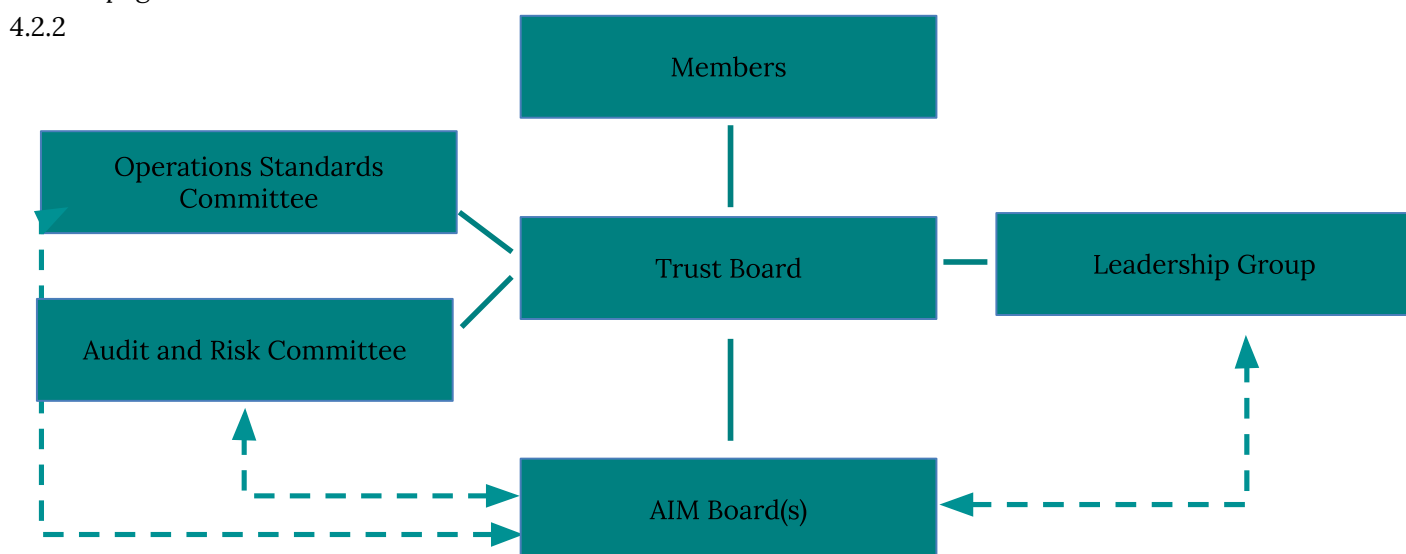
### **Dependency and Inter-Dependency of Communication**

- 4.1 Communication between the respective layers of governance of the Trust is geared to ensure all those involved in governance are, pertinent to their defined governance layer (Member, Trustee, AIM Board Governing Partner), suitably knowledgeable regarding the performance of the Trust
- 4.1.1 In so doing, the reporting interaction between Members, AIM Board Governing Partners and the Trust Board not only satisfies required regulatory and legal obligation but allows for informed communication and dialogue so enabling:
  - Members through the principle of 'eyes on, hands off' to comment on, and confirm the business operation and strategy of the Trust;
  - Trustees through Self-evaluation and AIM Board Annual Review to be assured of local governing practices and Academy performance management;
  - AIM Board Governing Partners, through delegated authority and properly informed operational protocols, to ensure Academies deliver accessible high-quality meaningful learning.

## Communication Flow Overview

4.2 TLET promotes a spirit of open and accessible communication in all matters of governance.

4.2.1 Organisational family is a key differentiator of the TLET governance model and so proper and timely communication up/down and across the hierarchy enables all involved in governance to be on the same page.



## Meetings

4.3 Meetings are scheduled to enable optimum two-way communication and/or consultation. The Trust Board and its recognised subcommittees normally meets 6 times across the academic year.

4.3.1 The OSC, ARC, and AIM Board meetings are scheduled just prior to the dates of the main Trust Board meetings.

4.3.2 The members meeting (Annual General Meeting) is normally held at the mid-point of the academic year.

## Communication between the Trust Board and the Members

4.4 The primary communication channel with Members is the AGM and as per reporting formats set out in paragraph 4.7.1 However, the Chair of the Trust Board shall notify Members immediately of:

- a reputational risk considered non-manageable;
- material breach of governance;
- identified fraudulent behaviour and/or financial impropriety.

## Communication between the Chair of the Trust Board and the Chair of the AIM Board(s)

4.5 The normal communication flow between the Chair of Trustees and the Chair and Vice Chair of AIM Board(s) is a direct and 'open channel', on an 'as and when' basis.

4.5.1 This 'norm' is augmented via a Chair/Vice Chairs meetings, hosted by the Chair of Trustees and normally held three times per year.

## Communication between Trust Board, its subcommittees, and AIM Board(s)

- 4.6 The normal communication flow between the Trust Board, its subcommittees, and AIM Board(s) is a direct and 'open channel' on an 'as and when' basis.
- 4.6.1 In addition, the Operations Standards Committee conducts an annual review with each AIM Board. The review is conducted as professional discussions and framed in the context of a self-evaluation process.
- 4.6.3 Should a gap/weakness be identified as part of the AIM Board annual review, or deemed to be of an operational support benefit regarding performance of the AIM Board, the Trust Board shall assign a Link Trustee. The period of a Link Trustee assignment is for a specified period.
- 4.6.4 Where the Trust Board has assigned a Link Trustee, then the Link Trustee shall be the communication conduit between the Trust Board and the AIM Board.

### Reporting Framework

- 4.7 At the commencement of each Academic Year the Trust establishes an overarching schedule that provides for comprehensive up/down in person, virtual, and documented information reporting interaction and protocols.

### Trust Board and Trust Members

- 4.7.1 The purpose of the reporting interaction between the Trust Board and Trust Members is to fulfil regulatory and legal obligation, enabling Members through the principle of 'eyes on, hands off' to comment on and confirm the Trust's business operation and strategy.

Autumn Term		Spring Term		Summer Term	
Focus	Format	Focus	Format	Focus	Format
Priorities for the Academic Year.	Strategic Plan	Regulatory Compliance	Safeguarding Audit Report	Strategic Plan Progress	RAG-Rated Plan Update
Awareness of Risk	Risk Register	Performance and Vision	AGM	Governance Evaluation	Self-Evaluation Report

### Trust Board and AIM Board(s)

- 4.7.2 The purpose of the reporting interaction between the Trust Board and the AIM Board is to provide through professional dialogue, opportunity to share/reinforce strategy, assess management of risk and to determine areas of AIM Board performance where training and/or support could be beneficial.

Autumn Term		Spring Term		Summer Term	
Focus	Format	Focus	Format	Focus	Format
Priorities for the	Strategic Plan	Regulatory Compliance	Safeguarding Audit Report	Strategic Plan Progress	RAG-Rated Plan Update

Academic Year.					
Governance Evaluation	<b>Annual Review</b>	Even Better If	<b>Self-Evaluation Report</b>	Performance : Vision & CPD	<b>TLET Conference</b>
<b>Review of AIM Board Minutes/Revisions &amp; Updates to SoDA and Trust-wide Policies</b>					

### **Trust Board and its subcommittees (ARC and OSC)**

4.7.3 The purpose of the reporting interaction between the Chair of Trustees/Trust Board and the OSC and the ARC is the assurance of governance. The OSC and ARC report formally to the Trust Board at each Board meeting. This may take the form of a written report or verbal update.

### **Trust Board and Executive**

4.7.4 The purpose of the reporting interaction between Trust Board & Executive Reporting (CEO & CFO) is not only to fulfil regulatory obligation but also to update Trustees regarding operational and financial matters, including receipt of the management accounts and to allow for required specific Board action where necessary. The CEO and CFO meet (as a minimum) 6 times per year – this provides operational ‘finger on pulse’.

## **5 – Governance Standards**

### **Transparency**

5.1 With the exception of what is acknowledged as commercially sensitive and/or confidential information regarding governance, the Trust is transparent in respect of information accessible on its official website and/or that of its Academies. This includes, but not limited to:

- This Handbook: TLET System of Governance and Working Practices;
- Members, Trustees, Partners Professional Biographies;
- Committee Structures;
- Declaration of Pecuniary Interests;
- Trustees & AIM Board (Governing) Partner Appointments & Attendance Record;
- Regulatory and Legal documentation;
- Policies and Scheme of Delegated Authority;
- Terms of Reference and where applicable, associated Schedule of Activity;

5.1.1 Minutes of Trust Board meetings, and of its subcommittees, including Academy AIM Boards, are available upon request, which may be redacted due to commercially sensitive and/or confidential information.

### **Processes**

- 5.2 The financial processes, which the Trust operates, are set out in the ESFA Academies Handbook, whereas guidance pertaining to good/best practice governance and governance competencies is as per gov.uk and the National Governance Association (NGA).
- 5.2.1 Delegated process is cascaded by way of a version-controlled Scheme of Delegated Authority (SoDA). The SoDA sets out the prescribed operational authority levels for the AIM Boards together with the hierarchical interrelationship between Trust, CEO, AIM and Principal(s). The SoDA extends to: Strategy & Leadership; Education & Curriculum; HR and Operations; Strategic Impact Support (investment and access); and, Finance (including financial decision levels).

### Conduct

- 5.3 The expected behaviors pertinent to an effective and successful Multi-academy Trust (MAT) are predicated on the understanding that the MAT is not simply a collection of individual schools or academies grouped under an umbrella organisation, but rather a collective working in accord for the betterment of the educational well-being of the totality of the children and young people that make up the learning community within and across the Trust – one Trust, one goal.
- 5.3.1 In the delivery and expression of this [common] accord, Members, Trustees, Partners and the Clerks to AIM and Trust Boards shall uphold the TLET Code of Business Conduct. All involved in governance across the Trust undertake to uphold the TLET Code of Business Conduct. The Code of Business Conduct, like the Conflict of Pecuniary Interest Declaration, is required to be signed annually by all involved in governance.

### Protocol

- 5.4 The Trust Board and its recognised subcommittees work to documented and approved Terms of Reference, being ratified annually by the Trust Board.
- 5.4.1 TLET also advocates the development and implementation of ‘Schedule of Activities’/Standard Agendas as a governance aid for the Board and its approved and recognised subcommittees. The schedules of activities ensure that the Board / subcommittees consider relevant business, financial, regulatory and operational matters against a timeline that supports and reflects the normal cycle of educational data drops, but also provides for thought and consideration of internal/external demand.
- 5.4.2 At the macro level, the core governance activities include:
- **Business Process**
    - SLT/CEO Performance Review
    - Nomination and Appointment of Office Holders
  - **Financial Controls**
    - Receipt and Approval of Annual Statement of Accounts
    - Budgetary Preparation and Sign-off
    - Audit and Risk Management
  - **Regulatory Compliance**
    - Safeguarding
    - Teaching and Learning Standards
    - SCR Audit and Review
    - Self-Assessment/Skills Audit
  - **Operational and Educational Performance**
    - Policy Impact and Assessment
    - Pupil and staff wellbeing data/metrics
    - Academy Improvement Plan

## Document Management

5.5 Central to the TLET governance working practices is that of robust document control and respect of business confidentiality. To this end, all documents developed in support of governance operational activity is managed as detailed below.

## Version Control

- 5.5.1 All core Trust documentation e.g., Terms of Reference, Policies, etc are version controlled.
- 5.5.2 Regardless of format, the imperative is that the currency of the document being read/reviewed is explicit. The Trust Governance Professionals (Clerks) maintain for Trust Board and AIM Boards a register version-controlled documents so allowing for review of historic versions. Historic versions are marked as obsolete.

## Preparation, Receipt and Distribution of Agendas and Papers

- 5.5.3 TLET, in recognising that those involved in governance are volunteers, endeavours to operate to acknowledge good/ best practice to allow for proper collation and review (reading time) of all documentation ahead of meetings. To this end:
- Clerks should receive papers **7 working days** prior to meeting date;
  - Clerks should distribute agenda and papers **5 working days** prior to meeting date
  - Clerks should have available for circulation within **20 working days** of meeting date approved minutes and agreed actions

## Minutes and Board Paper Format

- 5.5.6 The Trust Board advocates standard formatting and recording of minutes as it does for any papers supporting an agenda. All papers in support of a specific agenda item should identify a title, the author and actions/consideration which are to be considered by the Board/Subcommittee. Likewise, minutes should follow the nomenclature of Name of meeting (or subcommittee), month and agenda item number e.g., TLET10/001, refers to the Trust Board, October board meeting agenda item No. 1.

## Filing

- 5.5.7 Signed hardcopy minutes are securely maintained in TLET central offices for the Trust Board, with approved but unsigned versions maintained on the Trusts protected access shared drive – accessible only to the Trustees, Clerk, and the CEO. Similar arrangements apply for AIM Boards. The Clerk to the Trustees also has access to Academy Shared drives where governance documentation is maintained.

## 6 – Monitoring

- 6.1 It is the responsibility of the Trust Board and those to whom it delegates the authority, to ensure that the principles and procedures of this handbook are adhered to. The use of this handbook will be subject to routine monitoring to ensure its fidelity in practice. The evidence gathered from monitoring shall inform any reviews and future revisions to the policy, which will be carried out at regular intervals and no later than as stated on Page 2 of this handbook.

## Appendices

This section of the Handbook sets out the detailed Terms of Reference and associated activity schedules and/or standard agendas for the Trust Board and its recognised and approved subcommittees.

The following appendices are **provided for context only**.

**N.B.** To ensure all involved in governance operate to the most up-to-date versions of the documentation, the 'live' versions **must** be accessed via [Trust's website](#).



## Appendix 1 – TLET Members Terms of Reference

### Version Control

<b>Category:</b>	Terms of Reference	
<b>Authorised By:</b>	TLET Trust Board	
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	No	✓

The Terms of Reference (ToR) set out below, whilst specific to the responsibilities of Members, have an acknowledged synergy with those of the Trust Board.

## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are Directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the [Academies Act 2010](#) and through the contractual instrument of the [Transforming Lives Educational Trust Master Funding Agreement](#).
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
  - Ensure clarity of vision, ethos and strategic direction;
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts ‘governance framework’ documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 10**.

## 2 – Context

- 2.1 The Department for Education and the parents/carers of the children and young people in our charge have entrusted TLET and its community of academies with delivering accessible high-quality meaningful learning. To this end, there is:
  - Societal expectation for expertise and excellence of learning;
  - Student and pupil expectation for engaging and effective learning;
  - System expectation for enabled and efficient learning.

## 3 – Purpose

- 3.1 Notwithstanding the statutory rights vested in Members as set out and described in the Trust’s [Articles of Association](#) and such obligations as determined by, and in accordance with, the [Companies Act 2006](#) and the [Charity Commission](#), the primary purpose of the Membership is to hold strategic and legal oversight of the Trust and to further the Trust’s charitable object, namely ‘to advance, for the public benefit, education in the United Kingdom’.
- 3.2 Central to its purpose, to the extent that it is compatible with the Trust fulfilling its charitable purpose of advancing education in the United Kingdom for the public benefit, the Trust, through its governance structure ensures that each of its academies is at the heart of its community, promoting community cohesion and sharing facilities with other schools and/or other educational institutions and the wider community.

## 4 – Integrated System of Governance

- 4.1 The Trust's system of governance and documented working practices are integral to the effective and efficient operation of the Trust Board and by extension, the execution of Members' obligations in their oversight of the Trust and its family of academies:



## 5 – Scope and Remit

- 5.1 Members are central to the integrity of the Trust's overarching operational governance, business operation and in the support of its educational ethos and delivery.
- 5.2 Whilst the Trust Board is the accountable body, the purview of Members extends to:
- Holding strategic and legal oversight;
  - Endorsing the vision, values and ethos of the Trust community;
  - Confirming the Trust's operational and educational impact
  - Safeguarding regulatory compliance (educational & financial)
  - Appointing and/or removal of Trustees
- 5.3 The scope and remit of Members is augmented by way of recognised obligated duties and statutory rights.

## 6 – Obligated Duties and Responsibilities

- 6.1 Those persons holding the legal position and office of Member, are required (obligated) to exercise a number of specific duties, namely:
- Duty to ensure compliance - ensuring that the Trust complies with charity law, and with the requirements of the Secretary of State for Education as its principal regulator;
  - Duty of prudence - ensuring that the Trust is and will remain solvent;
  - Duty of care - ensuring reasonable care, skill, and experience (individual and collective) is used in the running and management of the Trust;
  - Duty to act within their powers (rights) - ensuring that all decisions are within the scope of the objects and powers of the Trust's [Articles of Association](#);
  - Duty to avoid a situational conflict of interest - ensuring the avoidance of situations in which he/she: 'has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company. (This shall be monitored by the annual completion of TLET's Declaration of Pecuniary and Personal Interests form. This information shall be published on the [Trust's website](#) and updated as necessary during the course of the academic year.)
- 6.2 Those persons holding the legal position and office of Member have statutory rights:
- the right to remove Trustees - by means of an ordinary resolution;
  - the right to amend the Articles of Association - by means of a special resolution and subject to any consents required by third parties;
  - the right to receive the annual accounts - it is for the Trust Board to approve the annual accounts once prepared;
  - the right to appoint the external auditors;
  - the right to change the company's name and, ultimately, wind it up.
- 6.3 Those persons holding the legal position and office of Member have rights under the Articles of Association:
- the right to appoint Trustees;
  - the right to appoint (and remove) Members.

## 7 – Composition/Membership

- 7.1 As detailed in Article 12 of the Articles of Association, the Members of the Academy Trust shall comprise:
- the signatories to the Memorandum;
  - any person appointed under Article 15a, provided that at any time the minimum number of Members shall not be less than three.
- 7.2 Academy Trusts must have at least three members, and the DfE advises that its strong preference is that Trusts have [at least five](#).
- 7.3 The DfE's strong preference is '...for at least the majority of Members to not sit on the Trust Board...'. However, the Trust Board recognises the importance of keeping Members informed about Trust business so members can be assured that the Trust Board is exercising effective governance.

## 8 – Member Recruitment

- 8.1 There is no set process for recruiting a new Member. However, as a Trust, TLET advocates a process and practice similar to that of recruiting/appointing a new Trustee, specifically:
- recruitment based on identified skills gap/need;
  - role advertised on-line;
  - role advertised externally;
  - screen prospective members via an application form/process;
  - professional discussion involving at least 2 existing Members with prospective Member;

- appointment made only upon receipt of 2 satisfactory references **and** pre-engagement checks including but not limited to Disclosure and Barring Service (DBS) checks;
  - update the DfE's [Get Information About Schools](#) (GIAS) within 14 days of appointment.
- 8.2 Existing members can appoint additional members by passing a special resolution (as detailed in Article 15A). A special resolution must be passed to appoint additional members of the Trust. This is a vote that needs to be passed by a majority of 75%, rather than just a simple majority. (For further details about this process, please see the [Companies Act 2006](#).)
- 8.3 Existing members can remove a member that they have appointed, and appoint a replacement (see Article 13).
- 8.4 Members can appoint to a vacant position by majority vote.

## 9 – Term of Office

- 9.1 Unlike Trustees, Members have no defined term of office. The Trust advocates self-review every 5 years (maximum) to inform continuance of Membership.
- 9.2 Members can resign by writing to the Trust. This includes those who are the original signatories to the Memorandum of Association.
- 9.3 However, the resignation can't take effect if the number of members is then less than 3, unless the resignation is accompanied by the appointment of a replacement member.

## 10 – Governance Professional

- 10.1 A Governance Professional (clerk) shall be appointed by the Trustees to service Members meetings.
- 10.2 The clerk shall not be a Trustee.

## 11 – Quorum

- 11.1 The expectation is that all Members shall attend an AGM or additional general meeting.
- 11.2 For such meeting to go ahead, at least 2 members must be present.
- 11.3 If the meeting isn't quorate, the meeting will be postponed until such a date on which a quorum of Members can assemble.
- 11.4 When matters are decided by the Members by way of a vote, the Chair shall have a casting vote in the event of an equal division of votes.

## 12 – Frequency and Conduct of Meetings

- 12.1 The Articles of Association as adopted by Transforming Lives Educational Trust makes provision for an Annual General Meeting.
- 12.2 Members, by way of special resolution, can request an additional 'general meeting'.
- 12.3 The indicative AGM Agenda is as follows:

Welcome and confirmation of the chair, quorum and voting process	To confirm
Minutes of the previous AGM	To agree
Audited annual accounts to include the annual report on performance over the last year in terms of meeting the charitable objective of the Trust and the vision, financial and educational performance of the trust	To receive
Governance review report	To discuss

Major plans/outlook for the year ahead including plans for growth: Presentation from the Chair/ CEO	
Q&A: to include those from parents and other stakeholders	To discuss
Where Required: Members – resignations and appointments Trustee – appointments and removals Resolution to change the articles of association Any other members' resolutions	To Note/Pass

- 12.2 Members shall uphold TLET's Code of Business Conduct and shall declare their pecuniary and personal interests at the time of their appointment, at the beginning of each academic year of their service, and undertake to update this register whenever new information needs to be disclosed to the Trust Board.
- 12.4 Meetings shall normally be held face-to-face. However, if circumstance dictates, meetings can be facilitated via video conferencing.
- 12.5 The Members present shall elect one of their number to chair the meeting.
- 12.8 The Members may ask any or all of those who normally attend but who are not Members to withdraw from the discussion of particular matters to facilitate open and frank discussion.

### 13 – Attendance at Meetings

- 13.1 The expectation is that all members shall attend an AGM or additional general meeting.
- 13.2 Members meetings will normally be attended. In a non-voting capacity, by the:
- Chief Executive Officer
  - Chief Financial Officer
  - Any other TLET Executive

### 14 – Notice of Meetings

- 14.1 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of the items to be discussed and any relevant papers shall be sent to the Members and all other persons required to attend in accordance with the fourteen-day notice stipulation as per the Articles of Association.

### 15 – Minutes of Meetings

- 15.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 15.2 Draft minutes of the meetings shall be sent to the Chair for approval and then circulated to Members and any attendees within twenty working days of the meeting taking place.
- 15.3 The minutes are reviewed, amended, if necessary, ratified and marked as a true and accurate record by the Members at their subsequent meeting.
- 15.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific Members folder.
- 15.5 Paper copies of approved minutes shall be filed by the clerk at an agreed location at the TLET Central Offices.

## 16 – Monitoring of Terms of Reference

- 16.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority](#) (SoDA)

[TLET Code of Business Conduct](#)

[TLET Master Funding Agreement](#)

[TLET Supplementary Funding Agreements](#)

[TLET Declaration of Pecuniary and Personal Interests](#)

[TLET Strategic Plan](#)

[The Seven Principles of Public Life](#) (The “Nolan” Principles)

[The Ofsted Education Inspection Framework](#)

[The Companies Act 2006](#)

[The Education and Skills Act 2008](#)

[The Charities Act 2011](#)

[Charity Commission](#)

[National Governance Association – Academy Trusts: The role of Members](#)

[Education and Skills Funding Agency](#)

[The ESFA Academy Trust Handbook](#) (updated annually)

[DfE Statutory Guidance: Keeping Children Safe in Education](#) (updated annually)

[DfE Academy Trust Governance, Structures and Role Descriptors](#)

[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated).

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.

## Appendix 2 – TLET Trust Board Terms of Reference

### Version Control

<b>Category:</b>	Terms of Reference	
<b>Authorised By:</b>	TLET Trust Board	
<b>Author:</b>	S. Jardine	
<b>Version</b>	1	
<b>Status:</b>	Under Review:	
	Approved:	✓
	Adopted:	✓
<b>Issue Date:</b>	November 2021	
<b>Next Review Date:</b>	November 2022	
<b>Statutory Document:</b>	Yes	
	No	✓



## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are Directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the [Academies Act 2010](#) and through the contractual instrument of the [Transforming Lives Educational Trust Master Funding Agreement](#).
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
  - Ensure clarity of vision, ethos and strategic direction;
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts ‘governance framework’ documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 9**.

## 2 – Context

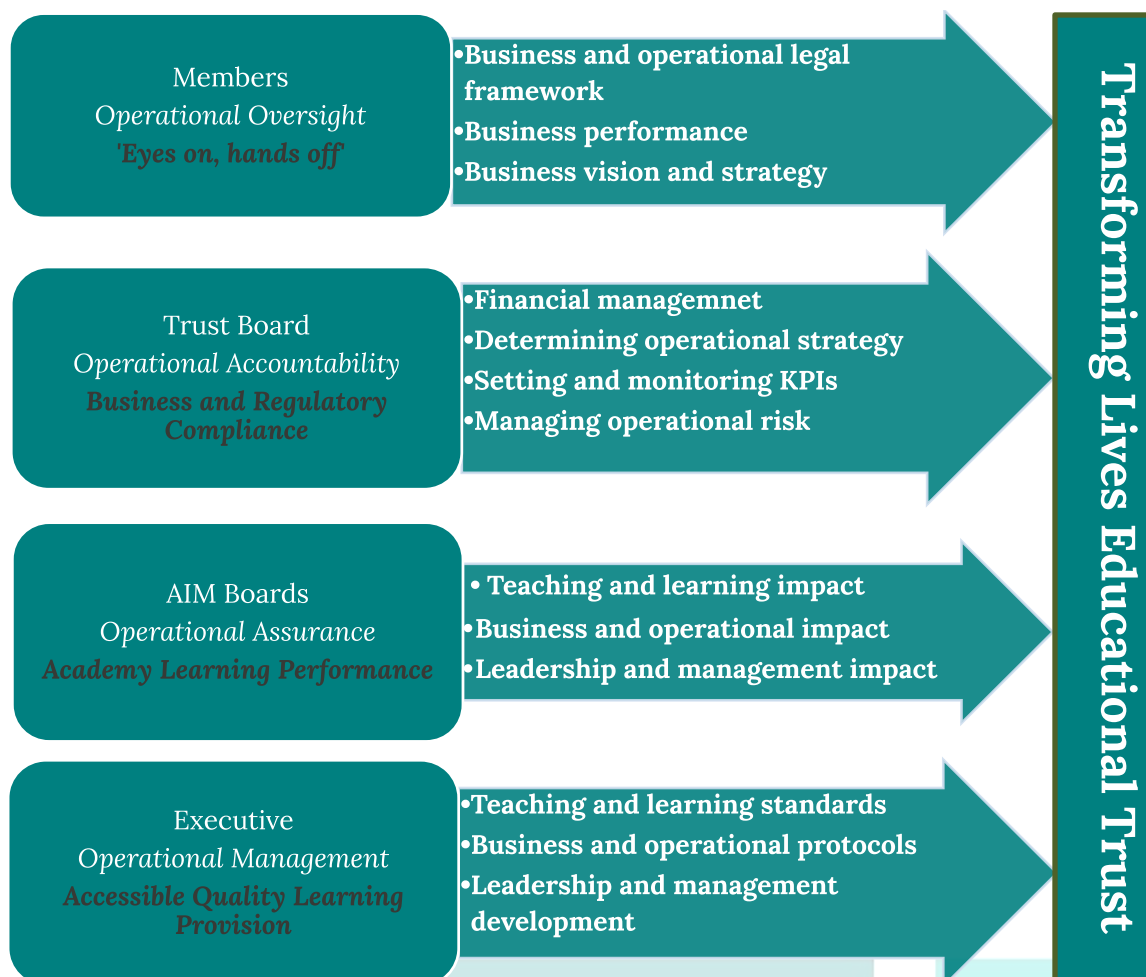
- 2.1 The Department for Education and the parents/carers of the children and young people in our charge have entrusted TLET and its community of academies with delivering accessible high-quality meaningful learning. To this end, there is:
  - Societal expectation for expertise and excellence of learning;
  - Student and pupil expectation for engaging and effective learning;
  - System expectation for enabled and efficient learning.

## 3 – Purpose

- 3.1 Central to the Trust’s governance structure, business operation, and educational ethos and delivery is the Trust Board.
- 3.2 Central to its purpose, to the extent that it is compatible with the Trust fulfilling its charitable purpose of advancing education in the United Kingdom for the public benefit, the Trust, through its governance structure ensures that each of its academies is at the heart of its community, promoting community cohesion and sharing facilities with other schools and/or other educational institutions and the wider community.

## 4 – Integrated System of Governance

- 4.1 The Trust's system of governance and documented working practices are integral to the effective and efficient operation of the Trust Board and by extension, the execution of Trustee's obligations as both directors of the charitable company and in their oversight and discharge of the management of the Trust and its family of academies.



## 5 – Scope and Remit

- 5.1 Recognised by the Regional Schools' Commissioner on behalf of the Secretary of State for Education, the Trust Board is the accountable body, with accountability and purview extending to:
- Determining strategy and directing operational business and operational management priorities;
  - Establishing and communicating the vision, values, and ethos of the Trust community;
  - Engaging with the regulators and the wider learning community stakeholders;
  - Assessing operational and educational impact and progress of the Trust's strategic plan, including the management and mitigation of risk;
  - Ensuring financial probity, value for money and the adoption and implementation of robust systems of financial control;
  - Operational regularity, including teaching and learning, safeguarding and the standardisation of policy and practice across the Trust;

- Improving learning performance through resource (people and curriculum) monitoring, management, and provision;
- Recruitment and Appointment of the Executive;
- Holding the senior executive to account for proper and effective operational and financial management of the Trust.

## 6 – Obligated Duties and Responsibilities

6.1 Those persons holding the composite legal position and office of Director/Trustee, are required (obligated) to exercise a number of specific duties, namely:

- Duty to ensure compliance - ensuring that the Trust complies with charity law, and with the requirements of the Secretary of State for Education as its principal regulator;
- Duty of prudence - ensuring that the Trust is and will remain solvent;
- Duty of care - ensuring reasonable care, skill, and experience (individual and collective) is used in the running and management of the Trust;
- Duty to act within their powers - ensuring that all decisions are within the scope of the objects and powers of the Trust's [Articles of Association](#);
- Duty to promote the success of the company - ensuring that individually and collectively they act in good faith; in a way which they consider would be most likely to promote the success of the Trust, and in achieving its purpose. (This shall be monitored by the annual completion of TLET's [Code of Business Form](#), which outlines the seven ("Nolan") Principles of Public Life, as well as the Behavioural and Business Ethics to which all Trustees are expected and obliged to adhere);
- Duty to avoid a situational conflict of interest - ensuring the avoidance of situations in which he/she: 'has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company. (This shall be monitored by the annual completion of TLET's Declaration of Pecuniary and Personal Interests form. This information shall be published on the [Trust's website](#) and updated as necessary during the course of the academic year.)

## 7 – Composition/Membership

7.1 In satisfying the minimum specification as set out in the Trust's [Articles of Association](#) and regulatory expectation, the Trust Board shall normally comprise an odd number of non-executives, with actual numbers (7, 9, or 11) determined by operational size and reach.

## 8 – Trustee Recruitment

- 8.1 The Members may appoint up to eight Trustees.
- 8.2 The CEO, providing that they agree so to act, may be appointed by the Members as a Trustee.
- 8.3 The number of Trust employees appointed as Trustees must not exceed a third of the total number of Trustees.
- 8.4 The requirement for Parent Trustees is satisfied within the Trust through the composition of the Academy Improvement Management (AIM) Boards, which are subcommittees of the Trust Board.
- 8.5 The Trustees may co-opt Trustees. A 'co-opted Trustee' is a person appointed to be a Trustee by being co-opted by Trustees who have not themselves been so appointed.

## 9 – Term of Office

- 9.1 The term of office for any Trustee shall be four years. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.
- 9.2 The Trustees shall each academic year elect a chairperson and a vice-chairperson from among their number.
- 9.3 When the term of the Chair of the Trust Board is due to expire, a managed transition process will be followed.

## 10 – Governance Professional

- 10.1 A Governance Professional (clerk) shall be appointed by the Trustees for such a term, at such remuneration and upon such conditions as they may think fit, and any clerk so appointed may be removed by them.
- 10.2 The clerk shall not be a Trustee.

## 11 – Quorum

- 11.1 A meeting of the Trust Board shall be quorate if one-third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, and who are entitled to vote on the matters to be resolved, are present at the meeting.
- 11.2 If the meeting isn't quorate, the meeting will be postponed until such a date on which a quorum of Trustees can assemble.
- 11.3 When matters are decided by the Trust Board by way of a vote, the Chair shall have a casting vote in the event of an equal division of votes.

## 12 – Frequency and Conduct of Meetings

- 12.1 The Trust Board shall meet as a minimum six times within the academic year.
- 12.2 Trustees shall uphold TLET's Code of Business Conduct and have regard for the operational requirements and responsibilities as set out in the [ESFA Academy Trust Handbook](#).
- 12.3 Trustees shall declare their pecuniary and personal interests at the time of their appointment, the beginning of each academic year of their service, and undertake to update this register whenever new information needs to be disclosed to the Trust Board.
- 12.4 This [Declaration of Interests](#) shall be published on the Trust's website.
- 12.5 Meetings shall normally be held face-to-face. However, if circumstance dictates, meetings can be facilitated via video conferencing.
- 12.6 All meetings will be chaired by the Chair of the Trust Board.
- 12.7 In the absence of the Chair, the meeting will be chaired by the Vice-Chair.
- 12.8 In the absence of both the Chair and the Vice-Chair, the remaining members present shall elect one of their number to chair the meeting.
- 12.9 The Trust Board may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.

## 13 – Attendance at Meetings

- 13.1 Trust Board meetings will normally be attended. In a non-voting capacity, by the:
- Chief Executive Officer (unless appointed as a Trustee – see **paragraph 8.2**)
  - Chief Finance Officer
- 13.2 Trustees shall attend Board meetings at a level of attendance so as to ensure proper business practice and continuity.

- 13.3 Sustained irregular attendance of two consecutive absences and/or three within a year will prompt an attendance review with the Chair, which could result in termination of the Trustee's term of office.
- 13.4 Members of the Trust Board may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- 13.5 A register of attendance shall be kept for each Committee meeting and published regularly throughout the year on the Trust's website as part of its [Declaration of Interests](#) report.

## 14 – Notice of Meetings

- 14.1 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of the items to be discussed and any relevant papers shall be sent to the Trust Board, and all other persons required to attend, no later than five working days before the date of the meeting.
- 14.2 In addition to its scheduled meetings, further meetings of the Trust Board may be called by the clerk at the request of the Board or of the Chair of the Board.

## 15 – Minutes of Meetings

- 15.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 15.2 Draft minutes of the meetings shall be sent to the Chair for approval and then circulated to Trustees and any attendees within twenty working days of the meeting taking place.
- 15.3 The minutes are reviewed, amended if necessary, ratified and marked as a true and accurate record by the Trust Board at its subsequent meeting.
- 15.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific Trust Board folder.
- 15.5 Paper copies of approved minutes shall be filed by the clerk at an agreed location at the TLET Central Offices.

## 16 – Monitoring of Terms of Reference

- 16.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

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[TLET Master Funding Agreement](#)

[TLET Declaration of Pecuniary and Personal Interests](#)

TLET Strategic Plan

[The ESFA Academy Trust Handbook](#) (updated annually)

[DfE Statutory Guidance: Keeping Children Safe in Education](#) (updated annually)

[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated).

[The Ofsted Education Inspection Framework](#)

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state

schools

in

England.



### Appendix 3 – TLET Trust Board Schedule of Activity

The Trust Board conforms to recognised governance practice of working to the norm of a Standing Agenda which in turn is augmented throughout the academic year with specific and scheduled activity pertinent to robust governance and/or business and operational management.

It should also be noted that if a particular area of activity cannot, due to timing constraint, be dealt with at a scheduled Trust Board meeting, an extraordinary meeting may be held or the matter discharged electronically via email or video conference.

	Autumn Term		Spring Term		Summer Term	
	Sept.	Nov.	Jan.	Mar.	May	July
1. Financial Performance Management						
2. Operational Performance						
3. Review of Internal Audit Management Response Statement						
4. Receipt and approval of the Annual Statement of Accounts and Report						
5. Annual Budgetary Preparation & Planning						
6. Budgetary Approval and Sign-off						
7. Receipt of Gender Gap Report						
8. Academies Operational Performance						
9. Ratification of Exec./ SLT Remuneration						
10. Strategic Planning and Review						
11. Review and Sign-off of SoDA						
12. Operation, Standards and Compliance						
13. Audit and Risk Management						
14. Declarations of Pecuniary and Personal Interests and required reading						
15. Affirmation/Confirmation of Business Code of Conduct						
16. Trustee Skills Matrix Audit and Review						
17. Nomination and Appointment of Office Holders for the new Academic Year						
18. Schedule of Activities Review for Trust Board/ OSC/ARC for the following Academic Year.						
19. Communication of Trust-wide meeting dates, ToRs and Activity Schedules						
20. Review of Trust Terms of Reference						
21. Review and sign off Internal 'Regulatory Documentation' and Website Compliance						
22. Determination of Academy Admissions arrangements						
23. GIAS Update Report						
24. Review & Report on Stakeholder Surveys						
25. Scope/Commission 2022/23 Independent Governance Review						
26. Review/Ratification of AIM Board recommendations						



## Appendix 4 – TLET Audit and Risk Committee Terms of Reference

### Version Control

<b>Category:</b>	Terms of Reference	
<b>Authorised By:</b>	TLET Trust Board	
<b>Author:</b>	S. Jardine	
<b>Version</b>	1	
<b>Status:</b>	Under Review:	
	Approved:	✓
	Adopted:	✓
<b>Issue Date:</b>	December 2021	
<b>Next Review Date:</b>	December 2022	
<b>Statutory Document:</b>	Yes	
	No	✓



## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are Directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the [Academies Act 2010](#) and through the contractual instrument of the [Transforming Lives Educational Trust Master Funding Agreement](#).
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
  - Ensure clarity of vision, ethos and strategic direction;
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts’ governance framework documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 9**.

## 2 – Context

- 2.1 The Trust Board has established an Audit and Risk Committee (ARC) to support it and the Executive in their responsibilities for ensuring the adequacy of risk management, internal control, governance arrangements and the efficient and effective use of public funds.
- 2.2 The ARC is a subcommittee of the Trust Board.

## 3 – Purpose

- 3.1 The ARC will review the comprehensiveness of assurances for the Trust Board and Executive and review the reliability and integrity of those assurances.

## 4 – Scope and Remit

- 4.1 The ARC will maintain a rolling forward agenda of about one year which will be reported to the Trust Board on a regular basis.
- 4.2 The ARC’s role is to support the Trust Board and Accounting Officer in monitoring the adequacy of the organisation’s corporate governance and control systems through:
  - offering objective advice on issues concerning the risk, control and governance of the organisation and associated assurances provided by internal and external audit and other processes;
  - constructively challenging, where and when appropriate, executive decisions to ensure that these are the best possible and achieve value for money in the light of the available evidence.
- 4.3 The ARC will review and advise the Trust Board and the Accounting Officer on the following matters:
  - the annual report and governance statement;
  - the adequacy of the organisation’s assurance processes and how governance arrangements support achievement of organisational strategy and objectives;
  - upholding standards of propriety in the Trust’s business;

- achievement of value for money;
- the plans for internal and external audit, including assessing priorities and promotion of understanding of the role of audit within the Trust;
- the results of internal and external audit work, including individual audits, progress, remedial actions and annual reports, and management letters;
- the adequacy of management responses to issues raised by internal and external audit; and implementation of internal audit recommendations and timescales;
- the processes for assessing, reporting, mitigating and owning business risks and their financial implications, including the capability of the organisation's internal reporting system to provide early warning of control failures and emerging risks;
- the adequacy of the Trust's assurance arrangements relating to the management of risk and Trust governance, including discussion with the external auditor regarding the nature and scope of forthcoming audits;
- the adequacy of systems of quality assurance for the Trust's core activities;
- the appointment of internal auditors;
- the Trust's policies for whistleblowing, cyber and information security;
- the performance of internal and external audit services;
- the requirements for, and the process for, the appointment of the external auditor.

4.4 Considerations for the Audit and Risk Committee in respect of the organisation's annual report and accounts:

- that the accounting policies in place are appropriate and comply with relevant requirements, particularly the [Charities Statement of Recommended Practice](#) (SORP) and [ESFA's Accounts Direction](#);
- that there has been a robust process in preparing the accounts and annual report;
- whether the accounts and annual report have been subjected to sufficient review by management and by the Accounting Officer before they are reviewed and approved by the Trust Board;
- that when new or novel accounting treatments arise, whether appropriate advice on accounting treatment has been taken;
- whether there is an appropriate anti-fraud policy in place, and whether losses are suitably recorded;
- whether suitable processes are in place to ensure accurate financial records are kept;
- whether suitable processes are in place to ensure regularity and propriety are achieved;
- whether issues raised by the external auditors have been given appropriate attention;
- review the external auditor's annual management letter.

4.5 The ARC should satisfy itself that the annual financial statements represent fairly the financial position of the Trust. Before the Accounting Officer signs off the Letter of Representation, the ARC should review it and give particular attention to non-standard issues of representation.

## 5 – Composition

- 5.1 The ARC will have a maximum of 7 and no fewer than 3 Trustees as members. The Chair of the Trust Board will not be a member of the Committee. The Chair of the Trust Board may however attend meetings on the invitation of the Chair of ARC.
- 5.2 The Chair of the ARC will be elected annually by the Trust Board from any of its members except the Chair.
- 5.3 All ARC members will be non-executive and appointed to the ARC by the Trust Board, on the recommendation of the Chair of the Trust Board. At least one ARC member shall have recent and relevant financial or risk management experience. The Trust Board may also appoint or co-opt one or

more independent external non-voting members. The members/attendees of the ARC may recommend such appointments to the Trust Board.

- 5.4 All appointments shall be made with due regard to the need to understand the Trust's objectives, structure and culture, and other legislative and accountability contexts within which it operates. ARC members should collectively possess knowledge and skills in accounting, risk management, audit, financial governance and technical issues relevant to the business and strategic management of the Trust.
- 5.5 Members should declare conflicts of interest not previously notified.

## 6 – Rights

- 6.1 The ARC shall be entitled to:
- sufficient resources to carry out its duties, including access to the Trust's governance and business resources;
  - appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
  - procure specialist ad-hoc advice at the expense of the Trust, subject to confirmation from the Trust Board that funds are available;
  - seek any information it requires in order to perform its duties from any employee of the Trust;
  - call any employee to be questioned at a meeting of the ARC as and when required;
  - publish in the Trust's annual report details of any issues that cannot be resolved between the ARC and the Trust Board;
- 6.2 Representative of the external audit will have free and confidential access to the Chair of the ARC.

## 7 – Other Matters

- 7.1 The Chair of the ARC shall meet periodically with the Accounting Officer and external audit representative outside of the formal ARC meetings. The Chair of ARC shall also meet routinely with the Chair of the Trust Board.
- 7.2 The ARC shall arrange for periodic reviews of its own performance, including periodic self-assessment and external independent review, and annually review its constitution and Terms of Reference to ensure that it is operating at maximum effectiveness, recommending any changes it considers necessary to the Trust Board for approval.
- 7.3 All ARC members are expected to undertake an appropriate programme, facilitated by the CEO, of engagement within the Trust and its activities to help them understand its objectives, business needs, priorities and risks.
- 7.4 The Trust Board will ratify the role and Terms of Reference of the ARC at the start of each academic year and ensure alignment with the Trust's wider systems of governance.

## 8 – Term of Office

- 8.1 The term of office for ARC members will be for a period of 3 years, extendable for up to a maximum of a further 3 years at the discretion of the Trust Board. ARC members who are members of the Trust Board may stand down with the consent of the Trust Board and their service will discontinue if they no longer serve as members of the Trust Board.

## 9 – Governance Professional

- 9.1 The Chair of the Trust Board shall ensure a governance professional (clerk) is available to service ARC meetings.
- 9.2 The clerk shall not be a Trustee.

## 10 – Quorum

- 10.1 A duly convened meeting of the ARC at which more than 50% of voting members is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the ARC. If the meeting is not quorate, any matter decided by the ARC will only be a recommendation and must be ratified by the Trust Board.
- 10.2 The Chair of the Trust Board may nominate alternative Trust Board delegates if one or two members of the ARC cannot attend a meeting.
- 10.3 When matters are decided by the ARC through a vote, the Chair shall have a casting vote in the event of an equal division of votes.

## 11 – Reporting and Responsibilities

- 11.1 The ARC Chair will formally report to the Trust Board after each meeting. This will usually be done by submitting a copy of the draft minutes with the Chair highlighting any significant matters which the ARC considers relevant to draw to the Trust Board's attention.
- 11.2 The ARC Chair will provide an annual report to the Trust Board, timed to support the preparation of the annual governance statement, summarising its conclusions from the work it has done during the year.

## 12 – Frequency and Conduct of Meetings

- 12.1 The ARC will meet as often as is necessary to fulfil its responsibilities but at least three times a year, once in each of the Autumn, Spring and Summer terms.
- 12.2 Meetings shall normally be face-to-face. However, if circumstance dictates, meetings can be facilitated via video conferencing.
- 12.3 All meetings will be chaired by the Chair of the ARC. In the absence of the Chair the remaining members present shall elect one of their number to chair the meeting.
- 12.4 The ARC may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 12.5 There should be one meeting a year where the ARC meets the auditors without the Chair of the Trust Board or officers of the Trust present.

## 13 – Attendance at Meetings

- 13.1 ARC meetings will normally be attended in a non-voting capacity, by the:
- Chief Executive Officer;
  - Chief Financial Officer.
- 13.2 Trustees shall attend ARC meetings at a level of attendance so as to ensure proper business practice and continuity.
- 13.3 Sustained irregular attendance of two consecutive absences and/or three within a year will prompt an attendance review with the Chair, which could result in termination of the Trustee's membership of the ARC.

- 13.4 Members of the ARC may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- 13.5 A register of attendance shall be kept for each ARC meeting and published annually.

## 14 – Notice of Meetings

- 14.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers shall be sent to the ARC and all other persons required to attend, no later than five working days before the date of the meeting.
- 14.2 In addition to its scheduled meetings, further meetings of the ARC may be called by the clerk at the request of the Trust Board or of the Chair of the ARC.

## 15 – Minutes of Meetings

- 15.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 15.2 Draft minutes of the meetings shall be sent to the Chair of the ARC for approval and then circulated to members of the ARC and any attendees within twenty working days of the meeting taking place.
- 15.3 The minutes are ratified and marked as a true and accurate record by the ARC at its subsequent meeting.
- 15.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific ARC folder.
- 15.5 Paper copies of approved minutes shall be filed by the clerk at an agreed location at the TLET Central Offices.

## 16 – Monitoring of Terms of Reference

- 16.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority](#)

[TLET Master Funding Agreement](#)

[TLET Declaration of Pecuniary and Personal Interests](#)

TLET Strategic Plan

[Charities Statement of Recommended Practice](#)

[The ESFA Academy Trust Handbook](#) (updated annually)

[ESFA's Accounts Direction](#);

[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated).

[The Ofsted Education Inspection Framework](#)

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.

## Appendix 5 – TLET Audit and Risk Committee Schedule of Activity

The ARC conforms to recognised governance practice of working to the norm of a Standing Agenda which in turn is augmented throughout the academic year with specific and scheduled activity pertinent to robust governance and/or business and operational management.

It should also be noted that if a particular area of activity cannot, due to timing constraint, be dealt with at a scheduled ARC meeting, an extraordinary meeting may be held or the matter discharged electronically via email or video conference.

	Autumn Term		Spring Term		Summer Term	
	Sept.	Nov.	Jan.	Mar.	May	July
1. Declarations of Interest						
2. Review ESFA Academy Handbook changes						
3. Financial Reporting: Next year's models / guidance						
4. Financial Reporting: BFR3Y						
5. Financial Reporting: BFRO						
6. Financial Reporting: performance and risks						
7. External Audit: meeting with Auditors						
8. Year-end Financial Statements and draft Annual report & Accounts						
9. External Audit: post-audit actions						
10. External Audit/Scrutiny: consider external review of governance						
11. External Audit: consider re-appointment / tender of External Audit services						
12. External Audit: year-end audit planning						
13. Internal Scrutiny: self-assessment of internal controls						
14. Agree schedule of internal audit activities						
15. Review internal audit findings						
16. Internal Scrutiny: review management response and action plan						
17. Strategy Delivery: Houlton School development (finances, risks)						
18. Strategy Delivery: e.g., mergers						
19. Policies: review and agreement						
20. Risk Register: new/expired items						
21. Risk Register: annual review						
22. Schedule of ARC activities for the following academic year						
23. Confirmation of ARC meeting dates						

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## Appendix 6 – TLET Operations Standards Committee Terms of Reference

### Version Control

<b>Category:</b>	Terms of Reference	
<b>Authorised By:</b>	TLET Trust Board	
<b>Author:</b>	S. Jardine	
<b>Version</b>	1	
<b>Status:</b>	Under Review:	
	Approved:	✓
	Adopted:	✓
<b>Issue Date:</b>	January 2022	
<b>Next Review Date:</b>	January 2023	
<b>Statutory Document:</b>	Yes	
	No	✓



## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are Directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the [Academies Act 2010](#) and through the contractual instrument of the [Transforming Lives Educational Trust Master Funding Agreement](#).
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
  - Ensure clarity of vision, ethos and strategic direction;
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts’ governance framework documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 9**.

## 2 – Context

- 2.1 The Trust Board has established an Operations Standards Committee (OSC) to provide independent assurance of operational regularity and support for the CEO and the TLET Academies Leadership group.
- 2.2 The OSC is a subcommittee of the Trust Board.

## 3 – Purpose

- 3.1 The purpose of the OSC is to monitor and ensure operational regularity regarding applied remuneration standards, performance and practice of safeguarding, and the organisation and management of resources. Specifically, the oversight regarding standards relating to:
  - learning environment, culture, ethos and values;
  - teaching and learning performance;
  - compliance and regulation;
  - staffing policy and practice;
  - safeguarding;
  - pupil, student and staff wellbeing;
  - school improvement.

## 4 – Scope and Remit

- 4.1 The OSC will maintain a rolling agenda which will be reported to the Board on a regular basis.
- 4.2 The OSC will be responsible for:
  - 4.2.1 **Remuneration Standardisation**
    - monitoring of decision-making processes regarding remuneration and staff performance development review; ensuring such are conducted in accordance with agreed Trust-wide Policies (such as the TLET **Pay Policy** and TLET **Appraisal Policy**), protocols and practice;
    - ratification of the Principals’ annual salary award as recommended consequent upon

- independently supported Performance Development Reviews;
- arbitration of appeals in accordance with TLET Pay Policy;
- review of all policies and work instructions pertinent to remuneration standardisation.

#### 4.2.2 Safeguarding Performance

- evaluation of the effectiveness of safer recruitment practice within and across the Trust, in line with current Department of Education statutory guidance detailed in:
  - o [Working Together to Safeguard Children](#)
  - o [Keeping Children Safe in Education](#)
- review of AIM Board impact assessments of the local Academy implementation of safeguarding practices, policies and protocols;
- review of all policies and work instructions pertinent to safeguarding performance.

#### 4.2.3 Resource Management

- monitoring implementation and impact of TELT culture, ethos and values;
- evaluation of curriculum design and delivery, including pupil/student performance data;
- review of all policies and work instructions pertinent to resource management.

#### 4.2.4 Outcomes and Impact Data

- reviewing pupil/student and staff wellbeing;
- reviewing educational outcomes and performance data;
- assessing impact of School Improvement Plans (SIPs);
- monitoring consistency of Teaching Standards across the Trust.

#### 4.2.5 AIM Board Annual Review (for more details regarding the process of the OSC annual review of academy AIM Boards, please see paragraphs 16.1-16.8)

- assessing impact of 'local' governing performance;
- identification of governing 'local' best practice;
- determining opportunities to improve 'local' governance standards.

## 5 – Composition

- 5.1 The OSC shall comprise a maximum of 5 and no fewer than 3 Trustee members. The Chair of the Trust Board is not permitted to be a member of the OSC but may at the request of the Chair of the OSC be invited to attend from time to time.
- 5.2 The Chair of the OSC will be elected annually by the Trust Board from any of its members except the Chair.
- 5.3 All OSC members will be non-executive and appointed to the OSC by the Trust Board, on the recommendation of the Chair of the Trust Board.
- 5.4 The Board's nominated Safeguarding 'lead' is automatically a member of the OSC.
- 5.5 The Trust Board may also appoint or co-opt one or more independent external non-voting members. The members/attendees of the OSC may recommend such appointments to the Trust Board.

## 6 – Rights

- 6.1 The OSC shall be entitled to:
  - sufficient resources to carry out its duties;
  - specialist ad-hoc advice, subject to confirmation from the Board that funds are available;
  - seek any information it requires in order to perform its duties from any employee of the Trust;

- call any employee to be questioned at a meeting of the OSC as and when required.

## 7 – Other Matters

- 7.1 The Chair of the OSC shall meet periodically with the CEO outside the formal OSC meetings. The Chair of OSC shall also meet routinely with the Chair of the Trust Board.
- 7.2 The OSC shall arrange for periodic reviews of its own performance, including periodic self-assessment and external independent review, and annually review its constitution and Terms of Reference to ensure that it is operating at maximum effectiveness, recommending any changes it considers necessary to the Trust Board for approval.
- 7.3 All OSC members are expected to undertake an appropriate programme, facilitated by the CEO, of engagement within the Trust and its activities to help them understand its objectives, business needs, priorities and risks.
- 7.4 The Trust Board will ratify the role and Terms of Reference of the OSC at the start of each academic year and ensure alignment with the Trust's wider systems of governance.

## 8 – Term of Office

- 8.1 The term of office for OSC members will be for a period of 3 years, extendable for up to a maximum of a further 3 years at the discretion of the Trust Board. OSC members who are members of the Trust Board may stand down with the consent of the Trust Board and their service will discontinue if they no longer serve as members of the Trust Board.

## 9 – Governance Professional

- 9.1 The Chair of the Trust Board shall ensure a governance professional (clerk) is available to service OSC meetings.
- 9.2 The clerk shall not be a Trustee.

## 10 – Quorum

- 10.1 A duly convened meeting of the OSC at which more than 50% of voting members is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the OSC. If the meeting is not quorate, any matter decided by the OSC will only be a recommendation and must be ratified by the Trust Board.
- 10.2 The Chair of the Trust Board may nominate alternative Trust Board delegates if one or two members of the OSC cannot attend a meeting.
- 10.3 When matters are decided by the OSC through a vote, the Chair shall have a casting vote in the event of an equal division of votes.

## 11 – Reporting and Responsibilities

- 11.1 The OSC Chair will formally report to the Board after each meeting. This will usually be done by submitting a copy of the draft minutes with the OSC Chair highlighting any significant matters which the OSC considers relevant to draw to the Trust Board's attention.
- 11.2 The OSC shall prepare an annual schedule of work (SoW) which is ratified by the Trust Board at the commencement of each Academic year.

## 12 – Frequency and Conduct of Meetings

- 12.1 The OSC will meet as often as is necessary to fulfil its responsibilities but at least four times a year.
- 12.2 Meetings shall normally be face-to-face. However, if circumstance dictates, meetings can be facilitated via video conferencing.
- 12.3 All meetings will be chaired by the Chair of the OSC. In the absence of the Chair the remaining members present shall elect one of their number to chair the meeting.
- 12.4 The OSC may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 12.5 There shall be one meeting a year when the OSC meets with the Principals of the TLET academies.

## 13 – Attendance at Meetings

- 13.1 OSC meetings will normally be attended in a non-voting capacity, by the:
  - Chief Executive Officer;
- 13.2 Trustees shall attend OSC meetings at a level of attendance so as to ensure proper business practice and continuity.
- 13.3 Sustained irregular attendance of two consecutive absences and/or three within a year will prompt an attendance review with the Chair, which could result in termination of the Trustee's membership of the OSC.
- 13.4 Members of the OSC may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- 13.5 A register of attendance shall be kept for each OSC meeting and published annually.

## 14 – Notice of Meetings

- 14.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers shall be sent to the OSC and all other persons required to attend, no later than five working days before the date of the meeting.
- 14.2 In addition to its scheduled meetings, further meetings of the OSC may be called by the clerk at the request of the Trust Board or of the Chair of the OSC.

## 15 – Minutes of Meetings

- 15.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 15.2 Draft minutes of the meetings shall be sent to the Chair of the OSC for approval and then circulated to members of the OSC and any attendees within twenty working days of the meeting taking place.
- 15.3 The minutes are ratified and marked as a true and accurate record by the OSC at its subsequent meeting.
- 15.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific OSC folder.
- 15.5 Paper copies of approved minutes shall be filed by the clerk at an agreed location at the TLET Central Offices.

## 16 – AIM Board Annual Review

- 16.1 In cognisance of existing reporting structures regarding academy performance, namely: CEO report, Link Trustee reports, external reporting mechanisms such as that of Challenge Partners, and the academy's Self-Evaluation Categorisation Framework etc., the Trust Board does not require, under normal circumstance, AIM Boards to submit formal written reports to the Trust Board.
- 16.2 However, in keeping with the regular review instrument as adopted by the Regional Schools Commissioner (RSC) with the Trust, AIM Boards are required to attend an annual review with the Trust's Operations Standards Committee.
- 16.3 The leading instrument for review will be the categorisation framework as mentioned in paragraph 16.1. This will be used as a basis to jointly determine and agree academy performance for the previous year and areas for improvements in the coming year.
- 16.4 The annual review will involve the OSC (comprising three Trustees), the Chair of the AIM Board plus up to two additional AIM Board (Governing) Partners, as well as the academy Principal. The CEO and the Chair of the Trust Board shall also be present.
- 16.5 The OSC will give AIM Board a minimum of sixty days' notice of the annual review date. Prior to the annual review, and to inform and shape the professional discussion, the OSC will have accessed:
- Minutes of AIM Board meetings;
  - Principal's Reports to the AIM Board;
  - AIM Board quality assurance findings/reports;
  - CEO Report to the Trust Board;
  - External reports – eg. Ofsted, Challenge Partners etc;
  - Local Authority Safeguarding audits;
  - Pupil/Student outcome data;
  - Academy self-evaluation data.
- 16.6 The Clerk to the Trust Board will provide clerking services for this meeting.
- 16.7 An agenda shall be issued to all parties in advance of the review.
- 16.8 Minutes of the meetings will be produced in line with paragraphs 15.1 – 15.5 above.

## 17 – Monitoring of Terms of Reference

- 17.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority](#)

[TLET Master Funding Agreement](#)

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TLET Strategic Plan

TLET Pay Policy

TLET Appraisal Policy

[Working Together to Safeguard Children](#)

[Keeping Children Safe in Education](#)

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[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated).

[The Ofsted Education Inspection Framework](#)

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.



## Appendix 7 – TLET Operations Standards Committee Schedule of Activity

The OSC conforms to recognised governance practice of working to the norm of a Standing Agenda which in turn is augmented throughout the academic year with specific and scheduled activity pertinent to robust governance and/or business and operational management.

It should also be noted that if a particular area of activity cannot, due to timing constraint, be dealt with at a scheduled OSC meeting, an extraordinary meeting may be held or the matter discharged electronically via email or video conference.

	Autumn Term		Spring Term		Summer Term	
	Sept.	Nov.	Jan.	Mar.	May	July
1. Declarations of Interests						
2. Ratification of pay awards for Academy Principals						
3. Arbitration of appeals in accordance with TLET Pay Policy						
4. Review of Safeguarding Culture						
5. Review of AIM Boards impact assessments of safeguarding practices and protocols						
6. Review of safeguarding risks on Risk Register						
7. Evaluating identified Safeguarding risk and controls as per the Risk Register						
8. Assessment of impact of TLET culture, ethos and values						
9. Reviewing pupil, student wellbeing data/metrics						
10. Leadership group professional discussion						
11. Review of operational and regulatory compliance (educational perspective)						
12. Review of TLET Policies						
13. Review of educational outcomes and performance data (internal) for each academy						
14. AIM Boards Annual Reviews						
15. Schedule of OSC activities for the following academic year						
16. Confirmation of OSC meeting dates						
17. Review of OSC Terms of Reference						

## Appendix 8 – TLET Academy Improvement Management Board Terms of Reference

### Version Control

<b>Category:</b>	Terms of Reference	
<b>Authorised By:</b>	TLET Trust Board	
<b>Author:</b>	S. Jardine	
<b>Version</b>	1	
<b>Status:</b>	Under Review:	
	Approved:	✓
	Adopted:	✓
<b>Issue Date:</b>	January 2022	
<b>Next Review Date:</b>	January 2023	
<b>Statutory Document:</b>	Yes	
	No	✓



## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the Academies Act 2010 and through the contractual instrument of the Master Funding Agreement.
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
  - Ensure clarity of vision, ethos and strategic direction.
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff.
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts ‘governance framework documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 15**.

## 2 – Context

- 2.1 The Department for Education and the parents/carers of the children and young people in our charge have entrusted TLET and its community of academies with delivering accessible high-quality meaningful learning. To this end, there is:
  - Societal expectation for expertise and excellence of learning.
  - Student and pupil expectation for engaging and effective learning.
  - System expectation for enabled and efficient learning.

## 3 – Purpose

- 3.1 Central to its purpose, to the extent that it is compatible with the Trust fulfilling its charitable purpose of advancing education in the United Kingdom for the public benefit, the Trust, through its governance structure ensures that each of its academies is at the heart of its community, promoting community cohesion and sharing facilities with other schools and/or other educational institutions and the wider community.
- 3.2 Against this backdrop, TLET formally recognises local Academy Improvement and Management (AIM) Boards as integral to its system and design of governance and working practices which ensure learning provision remains fit for purpose and sustains the vision of ‘transforming tomorrow, today’.
- 3.3 The purpose of the AIM Boards is to champion continuing improvement across a range of pedagogical and operational processes as acknowledged by the education profession and the regulators as impacting the quality of learning provision. Promoting a spirit of openness and transparency, AIM Boards are the ‘critical friends’ of the academy.
- 3.4 AIM Board members have the designation of ‘Partner’. This designation acknowledges that AIM Boards are ‘partnering’ the academies via proactive support and development of operational performance, and in so doing, ‘partnering’ the Trust Board in the execution and delivery of their published strategy.

## 4 – Integrated System of Governance

- 4.1 The Trust's system of governance and documented working practices are integral to the effective and efficient operation of the Trust Board and by extension, the execution of Trustee's obligations as both directors of the charitable company and in their oversight and discharge of the management of the Trust and its family of academies.



## 5 – Scope and Remit

- 5.1 The authority and powers AIM Boards cascade from the Trust Board are set out in the instrument of the [Scheme of Delegated Authority](#) (SoDA), which explains the powers retained by the Trust Board and the powers delegated to the CEO, the AIM Board and the academy Principal. For the avoidance of doubt, where a power is not expressly delegated to the CEO, AIM Board or academy Principal, it will be deemed to have been retained by the Trust Board regardless of whether it is specified in the SoDA.
- 5.2 The SoDA can be reviewed by the Trust Board at any time but shall be reviewed at least annually. The Trust Board reserves the right to remove or alter any delegation at any time, whilst having regard to, but not being bound by, the views of the AIM Board.
- 5.3 Notwithstanding the application of any provision of these Terms of Reference, if the Chair/Vice-Chair of the AIM Board is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interest of the academy, any pupil or their parent/carer or a person who works/volunteers at the academy, then they may exercise any function of the AIM Board

which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the CEO and at least one Trustee.

- 5.4 The Trust Board shall support the work of the AIM Board by:
- setting a clear strategic vision to allow the AIM Board to set and achieve its own aims and objectives within such vision;
  - ensuring that systems are put in place to allow the Partners to be presented with timely and good data to allow the AIM Board to analyse academy performance in order to support and challenge the Principal and the senior leadership team of the academy;
  - ensuring that the Partners have access to high quality training 'or professional development informed by a skills audit and general contribution';
  - providing selected AIM Boards with a 'Link Trustee', for which separate Terms of Reference exist. This provision is not an entitlement of each AIM Board within the Trust, and the appointment and continuing service of a "Link Trustee" is at the discretion of the Trust Board.
- 5.5 Without prejudice to the Trust Board's other right to remove any Partner and the Trust Board's right to amend these Terms of Reference at any time, where the Trust Board has concerns about the performance of an AIM Board, they may amongst other actions:
- require the relevant AIM to adopt and comply with a governance action plan in such form as determined by the Trust Board;
  - suspend or remove any or all of the matters delegated to the AIM Board;
  - suspend or remove any or all of the partners of the AIM Board. In the case of Foundation Partners, this action must be taken in agreement with the Diocesan Board of Education (DBE).
- 5.6 The Trust Board may require a governance action where:
- the academy has a deficit budget (both revenue and capital);
  - pupil/student results fall below national expected attainment levels;
  - the academy has been rated by Ofsted and/or SIAMS as 'Requiring Improvement' or 'Inadequate';
  - there has been a serious breach of Trust policies.
- 5.7 The Trust Board may vary the matters delegated where:
- the AIM Board acts outside its delegated powers and limitations;
  - the AIM Board is in breach of these Terms of Reference;
  - there has been a serious breach of Trust policies.
- 5.8 The Trust Board may remove/replace Partners where:
- the academy is in material breach of its funding arrangements;
  - the AIM Board is in material breach of its delegated level of financial authority;
  - the AIM Board is in material breach of these Terms of Reference or has persistently breached these Terms of Reference;
  - an individual Partner has failed to meet the standards of honesty, integrity and objectivity required of their office, as defined in the [TLET Code of Business Conduct](#).
- 5.9 The circumstances listed above in paragraphs 5.6, 5.7 and 5.8 are illustrative only and shall not limit the rights of the Trust Board to suspend or remove any or all of the matters delegated to the AIM Board. In the case of Foundation Partners, this action must be taken in agreement with the DBE.
- 5.10 Independent scrutiny, challenge and the proactive assessment of risk as provided through AIM Boards supports the development of the operational performance of our academies. As such, the scope and remit of AIM Boards extends to: Teaching and Learning Impact, Business and Operational Impact, and Leadership and Management Impact.
- 5.11 AIM Boards shall ensure:
- **Teaching and Learning Impact**

- o Exacting standards of pedagogical and operational excellence;
- o Critique and challenge of the intent, implementation and impact of learning provision;
- o Learning equity – every child has the same opportunity to succeed;
- o Currency of staff occupational competence and professional development.
- **Business and Operational Impact**
  - o Effective operation of healthy, safe, and productive business and learning environments;
  - o Implementation and monitoring of proper and robust safeguarding protocols;
  - o Compliant and consistent people and budgetary work practices;
  - o Disciplined delivery of robust and transparent governance.
- **Leadership and Management Impact**
  - o Effectiveness of school leadership – holding the Principal to account;
  - o Independent scrutiny of the Principal's performance management and reward;
  - o Leadership performance is assessed/shaped through reference to external comparative data;
  - o Development of leadership and management performance through externally supported CPD.

5.12 The AIM Board, in carrying out its role, shall:

- promote high standards and aim to ensure that students and pupils are attending a successful academy which provides them with a good education and supports their wellbeing;
- ensure that the academy is conducted in accordance with the objects of the Trust, the terms of any trust or lease governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;
- work closely with the Trust Board;
- be responsible to, the Trust Board for its actions and follow the expectations of Partners as laid down by the Trust Board;
- promptly implement and comply with any policies or procedures communicated to the AIM by the Trust Board;
- review its local policies and practices on a regular basis, in view of any advice or recommendations made by the Trust Board;
- promote and uphold high standards of conduct, probity and ethics, and act with integrity, objectivity and honesty in the best interests of the Trust and the academy;
- operate with transparency, including in the making and justification of decisions;
- ensure the confidential keeping of all information of a confidential nature obtained by them relating to the academy and the Trust;
- ensure that it is competent, accountable, independent and diverse, and that it promotes best practice in governance;
- aim to ensure that its Partners
- uphold, support and promote the vision and values of the Trust, and of the Diocese in the case of Church academies.

## 6 – Obligated Duties and Responsibilities

6.1 Those persons holding the office of Partner are required (obligated) to exercise a number of specific duties, namely:

- Duty to ensure compliance - ensuring that the academy complies with Trust and academy

policies and procedures;

- Duty of prudence – monitoring the financial management of the academy;
- Duty of care – ensuring reasonable care, skill, and experience (individual and collective) is used in the running and management of the academy;
- Duty to act within their powers – ensuring that all decisions are within the scope of the objects and powers of the [SoDA](#);
- Duty to promote the success of the academy and Trust – ensuring that individually and collectively they act in good faith; in a way which they consider would be most likely to promote the success of the academy and Trust, and in achieving their purpose. (This shall be monitored by the annual completion of TLET's [Code of Business Conduct Form](#), which outlines the seven (“Nolan”) Principles of Public Life, as well as the Behavioural and Business Ethics to which all Partners are expected and obliged to adhere);
- Duty to avoid a situational conflict of interest – ensuring the avoidance of situations in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the academy and Trust. (This shall be monitored by the annual completion of TLET's Declaration of Pecuniary and Personal Interests form. This information shall be published on the [Trust's website](#) and updated as necessary during the course of the academic year.)

- 6.2 A Partner of the AIM Board is considered to have a Personal Financial Interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Partner or any person living with the Partner as his or her partner, is in the employment of the Transforming Lives Educational Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or one of its academies, or in some other way is linked to the Trust or the academy.
- 6.3 A Partner of the AIM Board will also be considered to have a Personal Financial Interest if they, any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Partner or any person living with the Partner as his or her partner, is employed by a company tendering, or providing, services for the Trust or one of its academies.
- 6.3 Each partner shall be required to take part in regular self-review and is accountable for meeting his or her own training and development needs.
- 6.4 It is a Partner's responsibility to consider if, and raise any concerns where, he/she/they feels/feel that appropriate training and development is not being provided – particularly with regard to Safeguarding training.
- 6.5 The Chair of the AIM Board shall nominate a 'Link Partner' having specific oversight for academy functional/operational areas such as Safeguarding, Health & Safety, Staff and Pupil Wellbeing, SEND, and Finance. In so doing, it is on the understanding that responsibility for such areas is vested in all AIM Board (Governing) Partners and not solely that of the 'Link Partner'.
- 6.6 Link Partner assignments will be regularly reviewed by the Chair of the AIM Board.

## 7 – Composition/Membership

- 7.1 AIM Boards shall normally comprise **nine** Partner members drawn from academy, business, and parental communities, with the specific composition as determined by category and numbers as set out here:
- Staff:
    - Academy Principal (1) (or the TLET CEO, if no such Principal is appointed);
    - Teaching and/or support staff (2)
  - Parental:
    - Parents/carers of pupils of the academy (2); **or**
    - Parents/carers of children in the local community
  - Business/Education:

- o Co-opted by business/educational professionals (4)

- 7.2 Where the academy has a faith designation, 50% (or as close to as possible) of all co-opted Partners must be 'foundation Partners' as appointed and recognised by the Diocese.
- 7.3 Should the numbers of Partners exceed nine, the number of Partners should remain an odd number and not exceed eleven in total.
- 7.4 Subject to the prior agreement of the Trust Board, the AIM Board may establish sub-committees which may include individuals who are not Partners of the AIM Board, provided that such individuals are in a minority.
- 7.5 Meetings of any AIM Board sub-committee will be clerked by the Clerk to the AIM Board and will follow the procedures laid out in paragraphs 14 and 15 below.
- 7.5 The AIM Board may delegate to a sub-committee, any serving Partner, the academy Principal, or any other holder of an executive office, such of their powers or functions as they consider desirable.
- 7.6 Any such delegation may be made subject to any conditions either the Trust Board or the AIM Board may impose and may be revoked or altered at any time.
- 7.7 The person or subcommittee shall report to the AIM Board in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the AIM Board immediately following the taking of the action or the making of the decision.
- 7.8 The establishment, Terms of Reference, constitution, and membership of any sub-committee of the Partners shall be reviewed at least annually.
- 7.9 The AIM Board will advise the Trust Board regarding the outcome of reviews undertaken.

## 8 – Partner Recruitment

- 8.1 When a vacancy arises on the AIM Board, a new Partner can be recruited in a variety of ways.
- 8.2 Vacancies occurring during the academic year are to be notified to the Trust Board by the Chair of the AIM Board, with in-year appointments ratified by the Trustees at the closest scheduled meeting of the Trust Board to the appointment.
- 8.3 Until ratified by the Trust Board, all AIM Board membership/ appointments are provisional.
- 8.4 Trustees have the right to appoint such additional persons to the AIM Boards as they shall determine from time to time.
- 8.5 Where the AIM Board requires to engage short-term support arising from the need of a particular skill/expertise or for a specific project, such roles are deemed to be akin to 'sub-contractors' and, as such, not recognised by the Trust Board as AIM Board (Governing) Partners.
- 8.6 AIM Boards have the authority to appoint short-term roles.
- 8.7 A person shall be ineligible to serve on the AIM Board if they would not be able to serve as a Trustee in accordance with Articles 68-80 of the Trust's [Articles of Association](#).

### 8.8 Staff Partners

- 8.8.1 The academy Principal (or Trust CEO if no such Principal is appointed) shall automatically become a Staff Partner upon appointment.
- 8.8.2 The AIM Board shall invite nominations from all staff under a contract of employment or a contract for services or otherwise engaged to provide services to the academy and, where there are any contested posts, shall hold an election by a secret ballot.
- 8.8.2 All arrangements for the calling and conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined in advance by the Trust Board. The Trust Board may delegate the running of the election to the AIM Board.
- 8.8.3 If the Trust Board delegates the running of the election to the AIM Board, the AIM Board will report the outcome of the election, including the number of votes cast, to the Trust Board.

8.8.4 Regardless whether the election is run by the AIM Board of the Trust Board, the Trust Board will appoint the required number of Staff Partners.

## **8.9 Parent Partners**

8.9.1 Parents of registered pupils/students at the academy shall elect parent Partners of the AIM Board.

8.9.2 Parent Partner candidates must be from the care-giving body of pupils at the academy at the time when they are elected.

8.9.3 Care-givers include parents, legal guardians, grandparents, or adult siblings.

8.9.4 All arrangements for the calling and conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined in advance by the Trust Board. The Trust Board may delegate the running of the election to the AIM Board.

8.9.5 If the Trust Board delegates the running of the election to the AIM Board, the AIM Board will report the outcome of the election, including the number of votes cast, to the Trust Board.

8.9.6 Regardless whether the election is run by the AIM Board or the Trust Board, the Trust Board will appoint the required number of Parent Partners.

8.9.7 Where a vacancy for a Parent Partner is required to be filled by election, the AIM Board shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the academy is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given the opportunity to do so.

8.9.8 Any election of persons who are to be the Parent Partners which is contested shall be held by secret ballot. The arrangements made for the election of the parent partners shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the academy by a registered pupil at the academy.

8.9.9 When the number of parents standing for election is less than the number of vacancies, the Trust Board may appoint a person who is the parent of a registered pupil at the academy or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another academy run by the Trust.

## **8.10 Co-Opted Partners**

8.10.1 Providing that the Trust Board has been informed of the vacancy, the AIM Board can, through proper and transparent advertising, recruit Co-Opted Partners to be formally appointed to the AIM Board by the Trust Board.

8.10.2 Co-Opted Partners must be:

- a person who lives or works in the community served by the academy; **or**
- a person who, in the opinion of the Trust Board, has the necessary skill set and is committed to the governance and success of the academy; **or**
- in the case of Church academies, a practising Christian whose name is on the electoral roll of a place of worship.

8.10.3 Employees of the Transforming Lives Educational Trust are not eligible to be Co-Opted Partners.

## 8.11 Process

8.11.1 The recruitment process for AIM Board Governing Partners is set out in the table below and reflects the Partner types as described in paragraph 7.1.

	Principal (1)	Staff (2)	Parent (2)	Co-opted (4)
<b>Nominations</b>	AIM Board (Governing) Partner by designation by way of appointment by the Trust Board as academy Principal.	Nominations formally sought from academy staff community.	Nominations formally sought from academy parental community.	Prospects identified via advertising, professional networks etc.
<b>Submission of Volunteer Application</b>			Staff/Parental nominees and prospective Partners required to submit TLET Partner application for consideration of role.	
<b>Submission Expression of Interest</b>		Nominees asked to submit Expression of Interest statement in support of role.		
<b>Professional Discussion</b>		Nominees participate in a professional discussion regarding principles of good governance.	Nominees participate in a professional discussion regarding principles of good governance.	Prospective Partners participate in a professional discussion regarding principles of good governance.
<b>Selection and communication</b>		Staff Partner(s) elected by staffing body. AIM Board and academy staff community advised of appointment.	Parent Partner(s) elected by parenting body. AIM Board and academy parental community advised of appointment.	Co-opted Partner(s) selected. AIM Board advised of appointment.

		New co-opted Partners advised that appointment is provisional until confirmation of DBS, references and formal ratification by Trust Board.
<b>Ratification</b>		Recommendation of Partner(s) appointment notified to Trust Board for formal ratification of appointment.

## 9 – Term of Office

- 9.1 The term of office for all AIM Board (Governing) Partners shall be 4 years, save for the academy Principal, who shall remain a member until they cease to work at the academy.
- 9.2 There is no maximum term of office for AIM Board (Governing) Partners.
- 9.3 Subject to remaining eligible to be a particular type of Partner, any person may be re-appointed or re-elected to the AIM Board.
- 9.4 A Partner shall cease to hold office if:
- their term of office expires;
  - they resign their office by giving notice in writing to the clerk to the AIM Board;
  - the Principal or Staff Partner ceases to work at the academy;
  - the Trust Board terminates the appointment of a Partner whose presence or conduct is deemed by the Trust Board, at its sole discretion, not to be in the best interests of the academy or the Trust;
- 9.5 For the avoidance of doubt, a Parent Partner shall not automatically cease to hold office solely by reason of their child ceasing to be a registered pupil/student of the academy. Should this occur, the Parent Partner can serve to the end of their current term but, as specified in paragraph 9.3, is then ineligible for re-election as a Parent Partner.
- 9.6 A person shall be disqualified from serving on the AIM Board if they would not be able to serve as a Trustee in accordance with Articles 68–80 of the Trust's [Articles of Association](#).
- 9.7 The Chair and Vice-Chair of AIM Boards shall be appointed by the Trust Board and may be removed from office by the Trust Board at any time.
- 9.8 The term of office of the Chair and Vice-Chair shall be 2 years. Subject to re-election/re-appointment and remaining eligible, the maximum term of continuous office for the Chair and Vice-Chair shall be 4 years.
- 9.9 The Chair and Vice-Chair shall cease to hold office if:
- they cease to serve on the AIM Board;
  - they are employed by the Transforming Lives Educational Trust;
  - in the case of the Vice-Chair, they are temporarily appointed to fill a vacancy in the office of the Chair.
- 9.10 When the term of any AIM Board Chair or Vice-Chair is due to expire, a managed transition process is to be followed.
- 9.11 The Chair and Vice-Chair may at any time resign their office by giving notice in writing to the Trust Board.
- 9.12 AIM Board (Governing) Partner appointments (including that of the Chair and Vice-Chair) are ratified and approved by the Trust Board annually, at the commencement of each academic year.

## 10 – Governance Professional

- 10.1 The Chair of the Trust Board shall ensure a governance professional (clerk) is available to service AIM Board meetings.

- 10.2 The clerk shall not be a Trustee of the Transforming Lives Educational Trust, an AIM Board (Governing) Partner of any academy within the Transforming Lives Educational Trust, or an employee of the Transforming Lives Educational Trust based at the academy in question.

## 11 – Quorum

- 11.1 A duly convened AIM Board meeting at which more than 50% of voting members are present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the AIM Board.
- 11.2 If the meeting is not quorate, any matter decided by the AIM Board will only be a recommendation and must be ratified by the Trust Board.
- 11.3 The quorum for a meeting of a sub-committee of the AIM Board, and any vote on any matter at such a meeting, shall be any three Partners of the AIM Board at the date of the subcommittee meeting.
- 11.4 If the meeting of a sub-committee is not quorate, any matter decided by the sub-committee will only be a recommendation and must be ratified by the AIM Board.
- 11.5 When matters are decided by the AIM Board and its sub-committees, by way of a vote, the Chair shall have a casting vote in the event of an equal division of votes.
- 11.6 Every matter to be decided at a meeting of the AIM Board shall be determined by a majority of the votes of the Partners present and entitled to vote on the matter. Every Partner shall have one vote.
- 11.7 A Partner may not vote by proxy.
- 11.8 Any Partner who is also an employee of the Transforming Lives Educational Trust shall withdraw from that part of any meeting of the AIM Board at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 11.9 A resolution in writing, signed by all the Partners shall be valid and effective as if it had been passed at a meeting of the Partners duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Partners.

## 12 – Frequency and Conduct of Meetings

- 12.1 The AIM Board shall meet at least once per term or otherwise as required.
- 12.2 AIM Board (Governing) Partners shall uphold TLET's Code of Business Conduct and have regard for the operational requirements and responsibilities as set out in the [ESFA Academy Trust Handbook](#).
- 12.3 Partners shall declare their pecuniary and personal interests at the time of their appointment, the beginning of each academic year of their service, and undertake to update this register whenever new information needs to be disclosed to the AIM Board.
- 12.4 This Declaration of Interests shall be published on the academy's website.
- 12.5 A Partner must absent themselves from any discussions of the AIM Board in which it is possible that a conflict will arise between their duty to act solely in the interests of the academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 12.6 Meetings shall normally be face to face, however, if circumstance dictates, meetings can be facilitated via video conferencing.
- 12.7 All meetings will be chaired by the Chair of the AIM Board.
- 12.8 In the absence of the Chair, the meeting will be chaired by the Vice-Chair.
- 12.9 In the absence of both the Chair and the Vice-Chair, the remaining members present shall elect one of their number to chair the meeting.
- 12.10 The AIM Board may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 12.11 Regarding the business and operational function of upholding the discipline and delivery of robust and transparent governance, the AIM Board's operational conduct shall align with the non-statutory

## 13 – Attendance at Meetings

- 13.1 AIM Board (Governing) Partners shall attend meetings at a level of attendance so as to ensure proper business practice and continuity.
- 13.2 Sustained irregular attendance of two consecutive absences and/or three within a year will prompt an attendance review with the Chair, which could result in termination of the Partner's term of office.
- 13.3 Members of the AIM Board may ask any other officials of the academy and Trust to attend to assist it with its discussions on any particular matter.
- 13.4 A register of attendance shall be kept for each Committee meeting and published regularly throughout the year on the academy's website as part of its Declaration of Interests report.

## 14 – Notice of Meetings

- 14.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers shall be sent to AIM Board (Governing) Partners and all other persons required to attend, no later than five working days before the date of the meeting.
- 14.2 Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- 14.3 In addition to its scheduled meetings, further meetings of the AIM Board may be called at the request of the Board or of the Chair of the Board.
- 14.4 Furthermore, any three Partners, giving notice in writing to the clerk, may call a meeting of the AIM Board.

## 15 – Minutes of Meetings

- 15.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 15.2 Draft minutes of the meetings shall be sent to the Chair for approval and then circulated to Partners and any attendees within twenty working days of the meeting taking place.
- 15.3 The minutes are reviewed, amended if necessary, ratified and marked as a true and accurate record by the AIM Board at its subsequent meeting.
- 15.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific AIM Board folder.
- 15.5 An electronic copy of approved minutes shall be sent to the TLET Clerk to the Trustees within twenty working days of the meeting taking place.
- 15.6 Paper copies of approved minutes shall be filed by the clerk at an agreed location at the academy.

## 16 – AIM Board Annual Review

- 16.1 In cognisance of existing reporting structures regarding academy performance, namely: CEO report, Link Trustee reports, external reporting mechanisms such as that of Challenge Partners, and the academy's Self-Evaluation Categorisation Framework etc., the Trust Board does not require, under normal circumstance, AIM Boards to submit formal written reports to the Trust Board.

- 16.2 However, in keeping with the regular review instrument as adopted by the Regional Schools Commissioner (RSC) with the Trust, AIM Boards are required to attend an annual review with the Trust's Operations Standards Committee (OSC).
- 16.3 The leading instrument for review will be the categorisation framework as mentioned in paragraph 16.1. This will be used as a basis to jointly determine and agree academy performance for the previous year and areas for improvements in the coming year.
- 16.4 The annual review will involve the OSC (comprising three Trustees), the Chair of the AIM Board plus up to two additional AIM Board (Governing) Partners, as well as the academy Principal. The CEO and the Chair of the Trust Board shall also be present.
- 16.5 The OSC will give AIM Board a minimum of sixty days' notice of the annual review date. Prior to the annual review, and to inform and shape the professional discussion, the OSC will have accessed:
- Minutes of AIM Board meetings;
  - Principal's Reports to the AIM Board;
  - AIM Board quality assurance findings/reports;
  - CEO Report to the Trust Board;
  - External reports – eg. Ofsted, Challenge Partners etc;
  - Local Authority Safeguarding audits;
  - Pupil/Student outcome data;
  - Academy self-evaluation data.
- 16.6 The Clerk to the Trust Board will provide clerking services for this meeting.
- 16.7 An agenda shall be issued to all parties in advance of the review.
- 16.8 Minutes of the meetings will be produced in line with paragraphs 15.1 – 15.6 above.

## 17 – Monitoring of Terms of Reference

- 17.1 The Trust Board, in consultation with the Chairs and Vice Chairs of the AIM Boards, will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority](#) (SoDA)

[TLET Code of Business Conduct](#)

[TLET Master Funding Agreement](#)

[TLET/Academy Supplemental Funding Agreement](#)

TLET Link Trustee Terms of Reference.

[TLET Declaration of Pecuniary and Personal Interests](#)

TLET Strategic Plan

[The ESFA Academy Trust Handbook](#) (updated annually)

[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated)

[National Governance Association Skills Audit and Matrix](#)

[The Ofsted Education Inspection Framework](#)

[School Governance Regulations 2013.](#)

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.



## Appendix 9 – TLET Academy Improvement Management Board Annual Agenda

The AIM Board conforms to recognised governance practice of working to the norm of a Standing Agenda which in turn is augmented throughout the academic year with specific and scheduled activity pertinent to robust governance and/or business and operational management.

It should also be noted that if a particular area of activity cannot, due to timing constraint, be dealt with at a scheduled AIM Board meeting, an extraordinary meeting may be held or the matter discharged electronically via email or video conference.

AIM 1 / Term 1A	AIM 2 / Term 1B	AIM 3 / Term 2A	AIM 4 / Term 2B	AIM 5 / Term 3A	AIM 6 / Term 3B
<b>1. Meeting Administration</b>					
1.1 Welcome and apologies	1.1 Welcome and apologies	1.1 Welcome and apologies	1.1 Welcome and apologies	1.1 Welcome and apologies	1.1 Welcome and apologies
1.2 Annual declarations & Appointment to roles (inc. GIAS update);	1.2 Declaration of interests	1.2 Declaration of interests	1.2 Declaration of interests	1.2 Declaration of interests	1.2 Declaration of interests
1.3 Declaration of interests (& update register)	1.3 Approval of minutes	1.3 Approval of minutes	1.3 Approval of minutes	1.3 Approval of minutes	1.3 Approval of minutes
1.4 Approval of minutes	1.4 Matters arising / Action Log	1.4 Matters arising / Action Log	1.4 Matters arising / Action Log	1.4 Matters arising / Action Log	1.4 Matters arising / Action Log
1.5 Matters arising / Action Log					
<b>2. Reports</b>					
2.1 Feedback & action planning from Annual Review / categorisation		2.1 Feedback from Trust Board		2.1 Feedback from Trust Board	
2.2 School Improvement Plan (SIP) update	2.2 Principal's Report*	2.2 School Improvement Plan (SIP) update	2.2 Principal's Report*	2.2 School Improvement Plan (SIP) update	2.2 Principal's Report*

2.3 Pupil Premium / Sports Premium / Catch-Up Strategy	2.3 SEF update: <i>Quality of Education Leadership &amp; Management</i>	2.3 SEF update: <i>Behaviour and Attitudes Personal Improvement</i>	2.3 Challenge Partner's Review	2.3 SEF update: <i>EYFS / Post-16 / Leavers destinations Overall Effectiveness</i>	2.3 School Improvement Plan (SIP) update
2.4 Health and Safety update (BOEM)	2.4 School Improvement Plan (SIP) update	2.4 Designated Teacher Report	2.4 School Improvement Plan (SIP) update	2.4 Health and Safety update (BOEM)	2.4 Budget Forecast (agree) and Finance Report to AIM (CFO)
	2.5 Finance Report to AIM (CFO)	2.5 Health and Safety update (BOEM)	2.5 Finance Report to AIM (CFO)		
<b>3. Governance</b>					
3.1 Safeguarding training (inc. KCSiE) & update	3.1 Safeguarding update	3.1 Safeguarding update	3.1 Safeguarding update (inc. refresher training)	3.1 Safeguarding update	3.1 Safeguarding update
3.2 Calendar and key dates	3.2 Calendar and key dates	3.2 Calendar and key dates	3.2 Approval of term dates and INSET days for 22/23	3.2 Calendar and key dates	3.2 Calendar and key dates
3.3 Matters of compliance (inc. website content & GIAS)	3.3 Matters of compliance (inc. pay award review & approval)	3.3 Matters of compliance (inc. residential trips)	3.3 Matters of compliance (inc. website content & GIAS)	3.3 Matters of compliance	3.3 Matters of compliance
3.4 Partner training	3.4 Recommend admissions arrangements to Trust Board	3.4 AIM Monitoring feedback and actions	3.4 AIM Monitoring feedback and actions	3.4 AIM Monitoring feedback and actions	3.4 AIM Monitoring feedback and actions
3.5 Agree Partner visits to the academy	3.5 AIM Monitoring feedback and actions	3.5 Partner training and/or recruitment	3.5 Review impact of Equality Objectives (& update)	3.5 Partner training	3.5 NGA Skills Audit
<b>4. Discussion Items</b>					

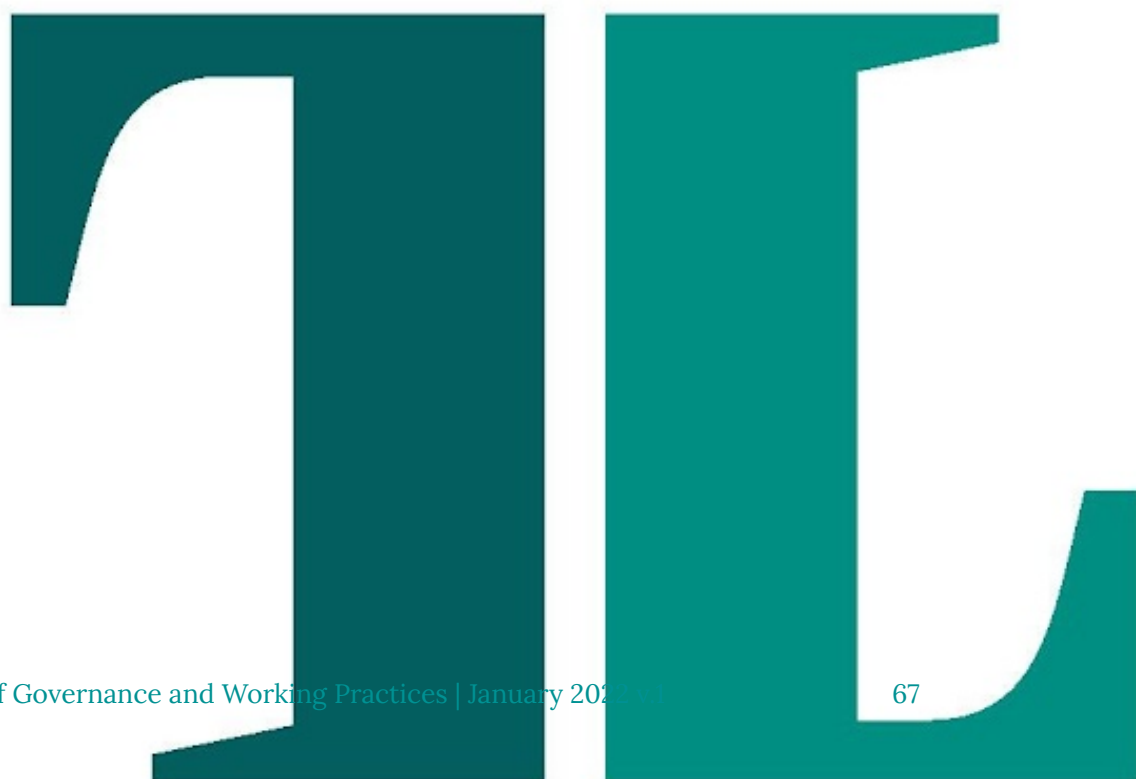
4.1 e.g. Ofsted Preparation	4.1 e.g. Presentation from staff	4.1 e.g. Showcase of best practice	4.1 e.g. Capital Expenditure review and wish list for 22/23	4.1 e.g. Blended learning	4.1 e.g. Initial draft of SIP for 22/23
<b>5. Policies</b>					
5.1 Review of Local Policy Schedule	5.1 Policies to review	5.1 Review of Local Policy Schedule	5.1 Policies to review	5.1 Review of Local Policy Schedule	5.1 Policies to review
5.2 Policies to review		5.2 Policies to review		5.2 Policies to review	
<b>6. Information/Additional Items</b>					
6.1 External publications, reports and guidance for information	6.1 External publications, reports and guidance for information	6.1 External publications, reports and guidance for information	6.1 External publications, reports and guidance for information	6.1 External publications, reports and guidance for information	6.1 External publications, reports and guidance for information
6.2 Any other Business	6.2 Any other Business	6.2 Any other Business	6.2 Any other Business	6.2 Any other Business	6.2 Any other Business
6.3 Feedback for MAT Board re. quality and/or risk	6.3 Feedback for MAT Board re. quality and/or risk	6.3 Feedback for MAT Board re. quality and/or risk	6.3 Feedback for MAT Board re. quality and/or risk	6.3 Feedback for MAT Board re. quality and/or risk	6.3 Feedback for MAT Board re. quality and/or risk
<b>7. Next Meeting</b>					
<b>8. Confidential Items</b>					
<b>*Contents of Principal's Report (for reference – possibly covered elsewhere on agenda)</b>					
<b>All Reports</b>	<b>AIM 2 / Term 1B</b>		<b>AIM 4 / Term 2B</b>		<b>AIM 6 / Term 3B</b>
<ul style="list-style-type: none"> <li>Outcomes – attainment, progress and on-track</li> <li>Attendance</li> <li>Allegations</li> <li>Behaviour &amp; Exclusions (inc. managed moves and IYFAP)</li> </ul>	<ul style="list-style-type: none"> <li>Appraisal – confirm arrangements and that is has taken place</li> <li>Fundamental British Values, SMSC and embedding culture</li> </ul>		<ul style="list-style-type: none"> <li>Updates – SEND, Sports Premium, Pupil Premium, Year 7 Catch-Up</li> <li>Teaching &amp; Learning</li> <li>Personal Development and Pupil Well Being</li> </ul>		<ul style="list-style-type: none"> <li>CPD – related to the quality of teaching and learning and wider performance, including that of support staff</li> <li>Safeguarding – staff well-being and vulnerable adults; long term</li> </ul>

<ul style="list-style-type: none"> <li>• Safeguarding (inc. referrals summary and outcomes of referrals, cause for concern summary)</li> <li>• Staffing Updates/Mobility</li> <li>• Admissions/Mobility</li> <li>• External reviews</li> <li>• Celebrations</li> </ul>	<ul style="list-style-type: none"> <li>• Curriculum changes or adjustments</li> <li>• SIP and SEF</li> <li>• Destinations and retention</li> <li>• Safeguarding – roles, training and safer recruitment practices</li> <li>• Admissions arrangements/policy for AIM Board recommendation to Trust Board – admissions round 2 years hence</li> </ul>		<ul style="list-style-type: none"> <li>• Appraisal – share outcome of Partner ratification, e.g. threshold movement</li> <li>• Safeguarding – site security and practice of the DSLs</li> </ul>		<p>planning/future priorities for safeguarding</p>
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## Appendix 10 – TLET Link Trustee Terms of Reference

### Version Control

<b>Category:</b>	Terms of Reference	
<b>Authorised By:</b>	TLET Trust Board	
<b>Author:</b>	S. Jardine	
<b>Version</b>	1	
<b>Status:</b>	Under Review:	
	Approved:	✓
	Adopted:	✓
<b>Issue Date:</b>	December 2021	
<b>Next Review Date:</b>	December 2022	
<b>Statutory Document:</b>	Yes	
	No	✓



## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the Academies Act 2010 and through the contractual instrument of the Master Funding Agreement.
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
  - Ensure clarity of vision, ethos and strategic direction;
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts’ governance framework documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 6**.

## 2 – Context

- 2.1 The Department for Education and the parents/carers of the children and young people in our charge have entrusted TLET and its community of academies with delivering accessible high-quality meaningful learning. To this end, there is:
  - Societal expectation for expertise and excellence of learning;
  - Student and pupil expectation for engaging and effective learning;
  - System expectation for enabled and efficient learning;
- 2.2 The Trust Board recognises that at times, circumstance may arise where one or more of our family of academies may benefit from ‘Link Trustee’ support for a specified and agreed period of time. The identified need and the period of time for Link Trustee support is made by Trustees as a determined judgement informed by, but not limited to:
  - TLET categorisation of an academy;
  - External quality assurance outcomes, inc. Challenge Partners and Ofsted;
  - Outcome of annual AIM Board Review;
  - Expertise and experience of the Partners;
  - Particular phase or challenge of academy development.
- 2.3 AIM Boards where need for a Link Trustee has not been identified still have access to all to the Trust and Trustees by emailing any of the Trustees directly, via the Chair and Vice Chairs meeting or requesting, via the Clerk to Trustees for a trustee to attend an AIM Board meeting for a specified purpose.

## 3 – Purpose

- 3.1 Central to its purpose, to the extent that it is compatible with the Trust fulfilling its charitable purpose of advancing education in the United Kingdom for the public benefit, the Trust, through its governance structure ensures that each of its academies is at the heart of its community, promoting community cohesion and sharing facilities with other schools and/or other educational institutions and the wider community.

- 3.2 Against this backdrop, TLET formally recognises local Academy Improvement and Management (AIM) Boards as integral to its system and design of governance and working practices which ensure learning provision remains fit for purpose and sustains the vision of ‘transforming tomorrow, today’.
- 3.3 The purpose of the AIM Boards is to champion continuing improvement across a range of pedagogical and operational processes as acknowledged by the education profession and the regulators as impacting the quality of learning provision. Promoting a spirit of openness and transparency, AIM Boards are the ‘critical friends’ of the academy.
- 3.4 AIM Board members have the designation of ‘Partner’. This designation acknowledges that AIM Boards are ‘partnering’ the academies via proactive support and development of operational performance, and in so doing, ‘partnering’ the Trust Board in the execution and delivery of their published strategy.

## 4 – Integrated System of Governance

- 4.1 The Trust’s system of governance and documented working practices are integral to the effective and efficient operation of the Trust Board and by extension, the execution of Trustee’s obligations as both directors of the charitable company and in their oversight and discharge of the management of the Trust and its family of academies.



## 5 – Scope and Remit

- 5.1 Link Trustees shall champion good governance practice through support and challenge of the AIM Board decision-making processes.

- 5.2 Link Trustees shall encourage AIM Boards to have an informed and proper focus on school improvement plans and pupil outcomes.
- 5.3 Link Trustees shall contact the Chair of the Trust Board and the Chair of the AIM Board immediately upon identification of academy operational and/or financial risk.

## 6 – Obligated Duties and Responsibilities

- 6.1 Link Trustees are the primary communication conduit between the Trust Board and the AIM Board.
- 6.2 Link Trustees liaise with the appropriate member(s) of staff and Chair of the AIM Board.
- 6.3 Link Trustees visit the academy with the purpose of increasing their knowledge of the academy context and outcomes of students.
- 6.4 Link Trustees report to the Trust Board on developments and progress within their assigned Academy.
- 6.5 Link Trustees review progress towards priorities through desk top analysis of AIM Board minutes, visits to the academy and attendance at AIM Board meetings.
- 6.6 Link Trustees support AIM Board/academy compliance with the [TLET Scheme of Delegated Authority](#).

## 7 – Link Trustee Assignment

- 7.1 Link Trustees shall normally have been a Trustee for a minimum of 12 months prior to being assigned as a Link Trustee.
- 7.2 The Chair of the Trust Board assigns the Link Trustee on the basis of the relevance of their skillset.
- 7.3 Link Trustees may (subject to capacity) be assigned to more than one academy.
- 7.4 Link Trustees shall not be assigned to an academy where there is identified conflict of interest, as monitored by [TLET Declaration of Pecuniary and Personal Interests](#) and [Code of Business Conduct](#).
- 7.5 AIM Boards to be assigned a Link Trustee shall be notified following the first Trust Board meeting of the new academic year.
- 7.6 In-year appointment of Link Trustees is at the Trust Board's discretion.

## 8 – Term of Office

- 8.1 Link Partners shall be assigned for not less than one term and a maximum of a full academic year.

## 9 – Attendance at Meetings

- 9.1 Link Partners shall attend a minimum of two full AIM Board meetings in an academic year.

## 10 – Monitoring of Terms of Reference

- 10.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority](#)

[TLET Code of Business Conduct](#)

[TLET AIM Board Terms of Reference](#)

[TLET Declaration of Pecuniary and Personal Interests](#)

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.

