



# **OGAT TERMS OF REFERENCE**

<b>Document control table</b>			
<b>Document title:</b>		OGAT Terms of Reference	
<b>Author (name &amp; job title):</b>		Katy Bradford, Chief Operating Officer	
<b>Version number:</b>		V5	
<b>Date approved:</b>		July 2023	
<b>Approved by:</b>		OGAT Board	
<b>Date of review:</b>		As required	
<b>Document History</b>			
<b>Version</b>	<b>Date</b>	<b>Author</b>	<b>Note of revisions</b>
V3	Jan 19	KB	List of OGAT members updated
V4	Sep 22	KB	Trust AIB terms added
V5	June 23	KB	New Trustees added and DCEO role added

## **CONTENTS**

OGAT Vision  
Articles of Association  
Responsibilities of the Board  
Conduct of Directors  
Declaration of Business Interests  
Payments  
Board meetings  
Scheme of Delegation  
OGAT Procedures  
Linked Governors  
Finance & General Purposes Committee  
Audit & Risk Committee  
Academy Improvement Boards  
Further Considerations

### **Annexes**

OGAT Election Process Annex A  
Current OGAT Member Academies and OGAT Directors Annex B  
OGAT Meetings Planner Annex C  
Abbreviations Annex D

## **Vision**

Outwood Grange Academies Trust (OGAT) – vision and values

### Vision

The driving ambition of all of our staff is that

*“the whole point of schools is that children come first and everything we do must reflect this single goal”*

*Sir Michael Wilkins, Founding CEO*

Hence, OGAT’s vision is:

### **Students First**

As a high-performing multi-academy trust we embrace the opportunity to ensure that all children, irrespective of their starting point, receive an excellent education. We relish the opportunity to be part of the much needed regeneration of the areas we work in. To achieve this aim staff within OGAT have three values in common. They:

put ‘students first’ - they care deeply about children;

strive to be experts in their respective fields; and

are obsessive about attaining the highest standards.

As a multi-academy trust we want to be known for placing...

*“Students first: raising standards and transforming lives”*

### **Who we are:**

Outwood Grange Academies Trust (OGAT) is a not for profit sponsor of primary and secondary academies and is recognised nationally as one of the highest performing chains of schools and is the highest performing family of schools in the North of England. We have developed our educational blueprint from the original school at Outwood Grange Academy and used this to sponsor schools, having a transformational effect on children’s life chances within very quick timescales.

All academies within our trust work closely with each other as a ‘family of schools’. Indeed, each academy individually and collectively forms the trust: the trust as a whole is not a separate body or group of people but rather one single organisation made up of all our academies with one single vision and shared set of values. Together we all work to ensure that all children, irrespective of their starting point, receive an excellent education. We relish the opportunity to be part of the much needed regeneration of all areas we work in.

We pride ourselves in meeting the needs of all children in our care, including those who are most vulnerable or challenging. These groups of students are a major priority and we work closely with parents/carers in helping to raise their children’s self-esteem, resilience and subsequent achievement and attainment.

We have always had excellent working relationships with unions and these partnerships have reinforced our way of working. We would never do anything that would be detrimental to any child, staff or school in a neighbouring community. More importantly, we care as much about the results and outcomes of children in other schools as we do our first academy. In order to effect a

sustainable transformation for the community we would wish to work with other local education providers and in particular the primary schools which feed in to our secondary schools as these are critical to the long term future of an area. We are serious about the part we have to play in regenerating the area by placing an outstanding school at the heart of the community.

### **The values of our Trust:**

We feel strongly that academies should enhance the educational provision of an area, drive up standards, particularly for the most vulnerable, and play a central role in the regeneration of communities. We believe that improving young people's life chances is essential to developing a strong local economy. Our philosophy and values are reflected in the ten underlying principles of our trust:

We always put 'Students First'. We care deeply about children;

We want to be known for our track record in raising standards: we are obsessive about results;

Our staff are experts in their field and through the Outwood Institute of Education (OIE) we will always aim to recruit, retain and continuously develop both our own staff and help to develop the whole education system; in particular supporting the development of multi-academy trusts, to the best of our ability;

We want to transform the life-chances of our children by focussing on raising standards, particularly the basic skills of literacy and numeracy as well as employability skills so that our students have the best possible start in life;

We believe that local children should attend local schools and we are not, and never will be, selective in our admissions: we are fully inclusive and welcome children from vulnerable groups, eg SEND, LAC, etc;

We play our full role in behaviour partnerships/hard to place protocols;

We follow the guiding principles of School Teachers Pay & Conditions and National Joint Council conditions of service and want to work positively with trade unions and actively involve them in our decision making;

We always put collaboration before competition and will never do anything detrimental to a young person, member of staff, school or college in a neighbouring community;

We believe in the implementation of a systematic model, our 7 strand transformation model, across our multi-academy trust which enables every individual academy and all our academies collectively, our 'family of schools', to significantly raise standards and transform children's life-chances. Individual academies are encouraged to retain and develop their own unique local community links and character alongside our transformation model; and

The trust will ensure that it creates 'capacity in advance of need' at every level of the organisation. Decisions to support new schools will be led by the capacity available and in our confidence that our existing academies continue to perform. Parents/carers and students would quite rightly never forgive us if standards in our existing academies declined.

### **Systematic approach to school improvement – the 7 Strand Transformation Model:**

Our trust understands that there are five things which you need to be a successful multi-academy trust:

A vision and set of values which holds us all to account;

A model for school improvement which is both systematic and consistent across our trust;

A curriculum which is both fit for purpose academically and financially;

A recognition that we all work within accountability frameworks: AFH, NSC/RSC, Ofsted, DfE performance tables etc. and:

A scheme of delegation which enables responsibility to sit with accountability.

The 7 strand transformation model:

All of the strands of transformation are delivered concurrently: it is not sequential as each relies upon the other to enable school improvement at pace.

- Leadership with vision and efficacy
- Quality in the classroom
- Curriculum design
- Monitoring and intervention
- Systems and policies
- Targeted professional development
- Praise culture for staff and students

Systematic school improvement within OGAT is achieved through the implementation of our transformation model. We have conscientiously developed a model that has 'tight' systems which run 'deeply' through our trust with our scheme of delegation as the enabling mechanism. Subject specialist directors, who bring permanent supernumerary capacity to all of our academies, are integral to our model and ensure that our academies develop at pace. This methodology provides comfort to our academies and their principals as we all have a shared understanding of our model and corporate responsibility to continuously develop the entire trust: we are a 'family of schools'.

In order to maintain a balance between the systematic approach to the model and allow academies to maintain their own unique identity, we develop and train our staff to recognise the systems which are part of the model and describe this balance by use of the ratio 80:20 -where 80% is the trust transformation model and 20% is the unique character of the academy. As academies continuously develop our model and also create new innovative ways of working their evidence-based best practice will be shared across the family of schools so that all of our children benefit.

We best describe the key concepts of this transformation process as:

Confident uncertainty – we recognise that new schools/new staff will need time to absorb our transformation model and that there will inevitably be some uncertainty in the beginning. However, we are confident that collectively we will be able to continuously develop staff and that our track record will also provide confidence in our systems and practices;

Earned autonomy – we want staff/schools to be creative, especially with the 20% which is their own unique identity. As they develop within our model they will begin to play a full and active role in further developing our systems moving beyond mimicry of the model to assimilation and, therefore,

earned autonomy based upon a deep understanding of our vision and values and the rationale underpinning our approach: living the vision; and lastly

Corporate responsibility – we all have a responsibility to share our evidence based best practice amongst the rest of our trust and across the wider school system to create a truly self-improving school led system. We all take collective responsibility for the decisions we make and understand that if we constantly put students first we will do our very best for the communities which we serve.

The transformation model is also used to undertake our Due Diligence: the lines of enquiry which afford us the opportunity to both understand the context of a school which may join our trust and, importantly, allow us to produce a development plan detailing how the transformation model will be best implemented.

### **Leadership with vision and efficacy – a model of effective governance:**

Governance and leadership of OGAT is distributed through the following bodies:

#### **Board of Directors (Board):**

OGAT is governed by non-executive directors constituted under a Memorandum of Association and Articles of Association. This Board of Directors (Board) is responsible for ensuring that high standards of corporate governance are maintained. The Board exercises its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the academies. This affords greater opportunities for collaboration not only with regards to teaching and learning but also in terms of the management of each Academy, including the procurement of goods and services.

The Board is also governed by the terms of any Funding Agreements that are in place and the Academies Financial Handbook (AFH).

#### **Executive Board:**

The Executive Board is a sub-committee of the Board and shall be appointed by the Board of Directors. Its purpose is to manage generally the business of the Trust within agreed financial limits set by the Board from time to time. Subject to these financial limits, the Executive Board has primary authority for the day to day management of the Trust's operations save for those matters which are reserved to the Board or its committees.

The Executive Board is the overall decision-making body for performance and delivery, under delegated authority from the Board.

#### **Executive Team:**

The main purpose of the Executive Team is to monitor, challenge and improve academy performance. This includes, but is not limited to:

Academic performance of all students at every key stage;

The implementation and consistency of the 7-strand transformation model;

Curriculum and staffing management; and

Financial and resource allocation.

The Executive Team is responsible for the day to day monitoring of the performance of the academies and for the educational outcomes of students, under delegated authority from the Board.

### **Academy Councils:**

Each academy, or a group of academies across a close geographical area, has local governance arrangements in the form of an Academy Council (AC). The AC is a sub-committee of the Board. The role of the AC is to carry the Trust's vision, values, policies and priorities forward, provide internal assurance and, in addition, to develop the local community and employer links.

The AC are made up of governors who are expected to question, challenge and support the academy's leadership.

Each of the above bodies have detailed Terms of Reference which set out their roles and responsibilities and function. The authority of each group is controlled by the Board via the Scheme of Delegation.

### **Growth of our Trust:**

Whilst we would always look to support the work of the Schools Commissioner by sponsoring additional academies, our growth as a trust will be defined by the following principles:

We are only as good as our last set of results: parents and children would quite rightly not forgive us if the standards in our existing academies declined as a consequence of supporting more schools;

Building capacity in advance of need is critical to both our current and future performance; and

The formation of geographical clusters of academies affords many opportunities for school improvement, therefore we will always prioritise the creation of local clusters of academies (primary and secondary).

### **OGAT - Articles of Association**

The OGAT Articles of Association set out the responsibilities and procedures for the running of OGAT (which is a charitable company limited by guarantee as per Companies Act of 2006). The Articles state that:

The Object of OGAT is to advance for the public benefit:

The education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing, developing schools ("the Academies) offering a broad and balanced curriculum with a strong emphasis on, but in no way limited to either one, or a combination of the specialism(s) specified in the relevant Funding Agreements.

OGAT will have overall responsibility for the operation of member Academies and will delegate limited powers to the Academy Councils of those Academies.

A list of Member Academies and OGAT Directors can be found at Annex B. The term of office for OGAT Directors is 4 years

### **The Board of Directors**

OGAT is governed by Directors constituted under a Memorandum of Association and Articles of Association. This Board of Directors (Board) is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling



a largely strategic leadership role in the running of the Academies. This will allow greater opportunities for collaboration not only with regards to teaching but also in terms of the management of each Academy, including the procurement of goods and services.

The Board is also governed by the terms of any Funding Agreements that are in place and the Academies Financial Handbook.

## **Section I - Responsibilities of the Board of Directors**

I.1 Directors are responsible for addressing such matters as:

- **Policy development and strategic planning**, including target-setting to keep up momentum on Academy improvement;
- ensuring **sound management and administration** of the Academies, and ensuring that managers are equipped with relevant skills and guidance;
- ensuring compliance with all **legal requirements**;
- establishing and maintaining a transparent system of prudent and **effective internal controls**;
- managing the Academies financial, human and other **resources** (in particular control over the spending identified in the academies budget plans);
- **monitoring performance** and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- helping the Academies to be **responsive to the needs of parents and the community** and making it more accountable through consultation and reporting;
- setting the Academies **standards of conduct and values**;
- assessing and managing **risk** (including preparation of a statement on the Academies' risk management for the annual report and accounts). The risk management process should include preparation of a risk register and a contingency and business continuity plan to deal with crises that could face the Academies;
- ensuring that procedures are in place to ensure that employees of the Academies are paid for work done in accordance with their contracts of employment with the Academies;
- ensuring that the Academies have adequate insurance cover to support its activities as an employer e.g. employers' liability insurance, fidelity insurance, Director indemnity, public liability insurance.

I.2 The Board of Directors is the clearinghouse and approving body, and will meet at least three times a year. The OGAT sub committees and Academy Councils carry out work on behalf of the Board.

I.3 The sub committees support the Board in a range of delegated and preparatory duties and report at relevant meetings the work done and / or make recommendations on matters which the main Board may not delegate.

I.4 The sub committees ensure all relevant Academy policies are in place and amended as and when required and report matters arising to the Board as required.

I.5 As the Trust is a company, limited by guarantee with charitable status, the Directors who sit on the Board are the legal Directors of the charity. This confers certain obligations upon the Directors to protect the assets, property and good name of the charity. The legal requirements of Directors are set out below:

I.6 Directors have full responsibility for the company and must:

- act together and in person and not delegate control of the charity to others;
- act strictly in accordance with the Academies' governing documents;
- act in the Academies' interests only, without regard to their own private interests;
- manage the Academies' affairs prudently throughout the life of the Academies;
- not derive any personal benefit or gain from the Academies of which they are Directors; and
- take proper professional advice on matters on which they are not themselves competent.

I.7 In managing the company's finances, Directors must:

- ensure that bank accounts, financial systems and financial records are operated by more than one person;
- ensure that all the Trust's property is under the control of the Directors;
- keep full and accurate accounting records; and
- prepare accrual accounts giving a true and fair view of the Academies incoming resources and application of resources during the year and of its state of affairs at the year end.

I.8 In applying the Academies income, Directors must spend it solely for the purposes set out in the Academies governing documents and spend it with absolute fairness between persons qualified to benefit from the charity.

I.9 The Board will also be responsible for agreeing the terms of reference for each subcommittee and reviewing these terms of reference annually in the Autumn Term. Their responsibility is to ensure the agreed framework within which each committee operates.

I.10 The Board must also elect the Chair of each OGAT subcommittee annually, following nomination by each committee. No Director employed by the Trust will act as Chair of a committee.

I.11 The Chair of the Board, in consultation with the Chief Executive will take appropriate action when a decision is needed urgently on behalf of the Directors/Academy Council.

I.12 The Directors have a duty to take appropriate action when there are weaknesses in the Academies. Where individual Directors/Governors have unresolved concerns about the running of the Academies or a proposed action, they should ensure that these concerns are recorded in minutes.

I.13 The Directors will appoint a Chief Executive Officer (CEO) and delegate authority to them - see Scheme of Delegation. The Directors will ensure that the CEO appoints a Principal to each Academy. The Principal, Executive Principals, Phase Chief Executives and Deputy Chief Executives are responsible for the internal organisation, management and control of the Academies, the implementation of all policies approved by the Directors and for the direction of teaching and the curriculum. The Directors formally delegate these processes and functions to the CEO who, in turn, will delegate them to the relevant Principal, Executive Principal, Phase Chief Executive or Deputy Chief Executive.

I.14 **Accounting Officer** - In addition to the role of Director, the CEO is also the Trust's Accounting Officer. This post confers responsibility for financial and administrative matters and is a vital role, as the Accounting Officer is personally responsible to the Trust Board for:

**Regularity**

- this means dealing with all items of income and expenditure in accordance with

legislation and any applicable delegated authority; (i.e. spending public money only for the purposes intended);

### **Propriety**

- operating appropriate standards of conduct, behaviour and corporate governance including fairness, integrity, avoidance of personal profit from public business (avoidance of conflict of interest), even-handedness and open competition; (i.e. honest handling of public money);

### **Value for Money**

- efficient and effective use of available resources;
- avoidance of waste and extravagance;
- prudent and economical administration of the financial affairs of the academy including the day to day organisation, staffing and management of the academy.

- 1.15 **Company Secretary** - The Company Secretary is an officer responsible for “ensuring that Board procedures are followed and that applicable rules and regulations are complied with” (Principles of Good Governance and Code of Best Practice (the Combined Code)).

## **Section 2 - Conduct of Directors/Governors**

- 2.1 This Code of Practice has been developed to support Trustees in their role within Outwood Grange Academies Trust and to assist in its continual development and ensure good governance of the organisation. This code of practice has been derived from national good practice for the charity sector.

### **The key principles of good governance**

#### **2.2 Board Leadership**

**The role of the Board** - Trustees have and must accept ultimate responsibility for directing the affairs of the organisation, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.

**Strategic Role of The Board** - Trustees should focus on the strategic direction of their organisation, and avoid becoming involved in day to day operational decisions and matters.

#### **2.3 The Board in control**

**Compliance** - The Board must ensure that the organisation complies with its own governing document, relevant laws, and the requirements of any regulatory bodies.

**Internal controls** - The Board should maintain and regularly review the organisation’s system of internal controls, performance reporting, policies and procedures.

**Managing risk** - The Board must act prudently to protect the assets and property of the organisation, and ensure that they are used to deliver the organisation’s objectives. The Board must regularly review the risks to which the organisation is subject, and take action to mitigate risks identified.

**Equality and diversity** - The Board should ensure that it upholds and applies the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

## 2.4 The high performance Board

**Trustee duties and responsibilities** - Trustees should understand their duties and responsibilities and should have a statement defining them.

**The effective Board** - The Board should organise its work to ensure that it makes the most effective use of the time, skills and knowledge of trustees.

**Information and advice** - Trustees should ensure that they receive the advice and information they need in order to make good decisions.

**Skills and experience** - The trustees should have the diverse range of skills, experience and knowledge needed to run the organisation effectively.

**Development and support** - Trustees should ensure that they receive the necessary induction, training and ongoing support needed to discharge their duties.

**The Chief Executive Officer** - The Board should make proper arrangements for the supervision, support, appraisal and remuneration of its chief executive officer.

## 2.5 Board review and renewal

**Performance appraisal** - The Board should annually review and assess its own performance, that of individual trustees, and of sub-committees and other bodies.

**Renewal and recruitment** - The Board should have a strategy for its own renewal. Recruitment of new trustees should be open, and focused on creating a diverse and effective Board.

**Review** - The Board should periodically carry out strategic reviews of all aspects of the organisation's work, and use the results to inform positive change and innovation.

## 2.6 Board delegation

**Clarity of roles** - The Board should define the roles and responsibilities of the chair and other honorary officers, in writing.

**Effective delegation** - The Board should ensure that staff and agents have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters – see scheme of delegation.

**Terms of reference** - The Board should set clear terms of reference for any sub-committees, standing groups, advisory panels, etc.

**Monitoring** - All delegated authorities must be subject to regular monitoring by the Board.

## 2.7 Board and trustee integrity

**No personal benefit** - Trustees must not benefit from their position beyond what is allowed by the law and is in the interests of the organisation.

**Conflicts of interest** - Trustees should identify and promptly declare any actual or potential conflicts of interest affecting them.

**Probity** - There should be clear guidelines for receipt of gifts or hospitality by trustees.

## 2.8 The open Board

**Communication and consultation** – The Board should identify those with a legitimate interest in its work (stakeholders), and ensure that there is a strategy for regular and effective communication with them about the organisation’s achievements and work.

**Openness and accountability** - The Board should be open and accountable to stakeholders about its own work, and the governance of the organisation.

**Stakeholder involvement** - The Board should encourage and enable the engagement of key stakeholders, such as users and beneficiaries, in the organisation’s planning and decision-making.

## 2.9 Seven Principles of Public Life

The Board and its members will, at all time, uphold the Seven Principles of Public Life, known as the Nolan Principles. They are:

- **Selflessness** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- **Honesty** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** Holders of public office should promote and support these principles by leadership and example.

### Expectations of Trustees

## 2.10 Trustee’s attendance at Board meetings

It is expected that Trustees should attend at least four Board meetings a year. This will be recorded by the Chief Executive or Company Secretary and reported to the Chairperson of the Board on a yearly basis. If a member without good cause, fails to attend four Board meetings, the Chairperson will be responsible for discussing this matter with the relevant Trustee to identify a suitable conclusion to the issue. If Trustees are unable to attend 3 consecutive meetings they should inform the Chairperson (preferably in advance of the period).

### **2.11 Leave of Absence**

There may be occasions where Trustees need to consider taking a prolonged leave of absence, due to personal reasons. A Trustee should request this leave of absence from the Chairperson identifying the likely length of time they are to be absent from their role as Trustee. If the Chairperson does not agree to this leave of absence the Trustee can, if they so desire, request this be considered by the whole of the Board.

### **2.12 Training and Development**

Trustees should feel confident in their role. It will be the role of the Chairperson and Chief Executive to support trustees to develop by providing a variety of training and support opportunities. It is the role of the Trustee to identify whether there is any additional support or training they desire. Outwood Grange Academies Trust will then endeavour to identify appropriate opportunities to meet these needs.

### **2.13 Payments**

It is illegal for Board members to receive any remuneration for their work as Directors other than payment of all reasonable out of pocket travel, accommodation or other expenses legitimately incurred by them in connection with their attendance at meetings acting in the capacity of Director of the Trust. No Director may hold any interest in property belonging to the Trust, nor may a Director receive remuneration in respect of any contract to which the Trust is a party.

## **Section 3 - OGAT Board Meetings**

- 3.1 The Board of Directors will meet a minimum three times a year and will hold an AGM annually. No business can be conducted at any meeting unless a quorum is present. A quorum is usually three (those with full voting rights) or one-third of the total number of Directors with full voting rights, whichever is the greater. Fourteen days' notice must be given prior to the meeting to all Directors (in the case of the AGM notice must also be given to all Members and the Auditors).
- 3.2 Any three Directors may call an additional meeting via notice to the Company secretary. Any such meeting should be convened as soon as is reasonably practicable.
- 3.3 The main or first Board meeting in September will elect the Chair and Vice Chair, and agree membership of Committees.

## **Section 4 - Scheme of Delegation**

- 4.1 The Directors must agree a formal schedule of matters reserved for their decision, i.e. those which should not be delegated within the Trust. Beyond this the Directors will establish separate

committees, at Board level, to deal with specific areas of the Trust's business, and should determine the delegated responsibilities to be assigned to those committees. This will ensure that matters can be dealt with in appropriate detail and with sufficient frequency. The OGAT Board will establish a:

- Finance and General Purposes Committee
- Audit and Risk Committee

4.2 Where the Directors decide to delegate certain matters for consideration by sub-committee, each committee should be chaired by a Director. The membership of the committee may include persons who are not Directors provided that a majority of the members are Directors. The Directors will ensure that it receives adequate feedback on the work of those committees and is able to consider their proposals formally. The establishment of committees does not absolve the Board of its overall responsibility to manage the Trust.

### **Linked Governors**

4.3 The Trust is required to have a named Governor for Special Educational Needs and Disabilities (SEND) and for Safeguarding. The Board will appoint these annually at the first meeting of the academic year. These Directors will be given a named employee of the Trust within whom they can liaise to develop their knowledge and expertise in order to monitor the Trust's activity and compliance in these areas.

## **Section 5 – Finance and General Purposes Committee**

### **5.1 Membership**

- Three members of the Board Director
- Accounting Officer (AO), who will be the Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer

The Chair may not be an employee of OGAT and should be elected annually at a main Directors meeting.

The Committee may invite or co-opt Associate Members of staff when appropriate.

The quorum for each meeting will be 3 (associate members excluded).

Board members who are not members of the Finance and General Purposes Committee will have the right of attendance, but will not be able to vote. The Clerk will circulate minutes of meetings of the Finance and General Purposes Committee to all members of the Board.

### **5.2 Timing**

Meetings will be held once a term but additional meetings will be held if required. The meeting held at the end of the summer term will ratify the budget for the period of September to August, prior to approval by the Board of Directors. The meeting held in November/December will approve the audited year end accounts, financial statements and accounting policies. These will be ratified by the

Board prior to submission to the Secretary of State (by 31 December) and filed with Companies House and the Charity Commission within stated timescales.

## **5.3 Functions**

### **Membership and Attendance**

- a. The Committee shall be appointed by the Board and shall be made up of at least three members, at least one of whom shall be a non-executive director. A quorum shall be two members.
- b. At least one member of the Committee shall have recent and relevant financial experience. The Chair of the Board shall not be a member of the Committee.
- c. The Committee may require the attendance of relevant individuals as appropriate to assist in the execution of its role and responsibilities.
- d. The Secretary of the Trust or its nominee shall act as Secretary of the Committee.
- e. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three- year periods.
- f. The Committee shall appoint the Chair from amongst the non-executive directors.
- g. The Secretary will circulate minutes of meetings of the Finance and General Purposes Committee to all members of the Board.
- h. The Committee shall have access to sufficient resources to carry out its duties, including induction and on-going training.
- i. The Chief Executive in his or her role as Accounting Officer and the Director of Finance will normally attend meetings of the Committee.

### **Meetings**

- a. The Committee will meet at least twice a year.
- b. Additional meetings of the Committee may be requested by any of its members.

### **Authority**

- a. The Finance and General Purposes Committee is an advisory body with no executive powers.
- b. However, it is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from Trust employees, who are requested to co-operate with the Committee in the conduct of its enquiries.
- c. Requests for work will be channelled through the Accounting Officer.
- d. The Finance and General Purposes Committee is authorised to obtain, at the Trust's expense, independent professional advice if considered necessary.
- e. In the case of dispute a Board decision will override that of the Committee. In such cases the Chair of the Committee has the right to report such a decision to the Trust's external auditors (and where necessary to external regulatory organisations) after discussion with the Board about this proposed course of action. The Chair of the Committee will be given access to paid for legal advice from the Trust's legal advisors.

### **Reporting**



- a. To make whatever recommendations to the Board it deems appropriate on any area within its remit.
- b. To report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- c. The Chair of the Finance & General Purposes Committee should attend the AGM and be prepared to respond to any questions on the Committee's activities.
- d. To ensure that Financial Statements are prepared to form part of the Annual Report for filing in accordance with Companies Act and (as appropriate) Charity Commission requirements.
- e. To review at least once a year to the Board its constitution and Terms of Reference and recommend any changes necessary to the Board.

## **Planning and Financial Reporting**

- a. To assist the decision making of the Board, by enabling more detailed consideration to be given to the best means of fulfilling the Board's responsibility to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity.
- b. To consider the Trust academies' indicative funding, notified annually by the DfE, and to assess its implications for the academies, in consultation with the Chief Executive / Deputy Chief Executive, Regional Chief Executives, Principals and Senior Staff as required in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.
- c. To monitor and review accounting or related policies and general compliance with legal and accounting requirements.
- d. To consider and recommend acceptance/non-acceptance of the annual budget, at the start of each financial year.
- e. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Development Plan.
- f. To consider any remuneration recommendations for those employed by the Trust earning over £55,000, in line with the Trust's Scheme of Delegation and to make recommendations on these to the Trust Board as appropriate.
- g. To consider the review the Trust's capital plans as developed by the academies within the Trust, ensuring that all parties have been consulted to allow the formulation of a Trust capital plan with priorities for Trust's central capital expenditure clearly defined and justified.
- h. To monitor and review expenditure on a regular basis and ensure compliance with the overall Financial Plan for the Trust, and with the Financial Regulations of the DfE, drawing any matters of concern to the attention of the Trust Board.
- i. To consider any other matters where requested to do so by the Board

## **Section 6 – Audit and Risk Committee**

### **6.1 Membership**

- Three members of the Board of Directors
- Accounting Officer, who will be the Chief Executive Officer

- Chief Financial Officer
- Chief Operating Officer

The Chair may not be an employee of OGAT and should be elected annually at a main Directors' meeting.

The Committee may invite or co-opt Associate Members of staff when appropriate. The quorum for each meeting will be 3 (associate members excluded).

Board members who are not members of the Audit Committee will have the right of attendance, but will not be able to vote. The Clerk will circulate minutes of meetings of the Audit Committee to all members of the Board.

## **6.2 Functions**

The Terms of Reference of the Committee shall be:

### **Membership and Attendance**

- The Committee shall be appointed by the Board and shall be made up of at least three members, at least one of whom shall be a non-executive director. A quorum shall be two members.
- At least one member of the Committee shall have recent and relevant financial experience. The Chair of the Board shall not be a member of the Committee.
- The Committee may require the attendance of relevant individuals as appropriate to assist in the execution of its role and responsibilities.
- The Secretary of the Trust or its nominee shall act as Secretary of the Committee.
- Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three - year periods.
- The Board shall appoint the Committee Chair from amongst the non-executive directors.
- The Secretary will circulate minutes of meetings of the Audit and Risk Committee to all members of the Board.
- The Committee shall have access to sufficient resources to carry out its duties, including induction and on-going training.
- The Chief Executive in his or her role as Accounting Officer and the Chief Financial Officer will normally attend meetings of the Committee.

### **Meetings**

- The Committee will meet at least termly, normally at a date convenient to review the internal audit reports for the periods ending December, April and August each year.

- b. Additional meetings of the committee may be requested by any of its members or at the request of external or (as appropriate) internal auditors if considered necessary.

### **Authority**

- a. The Audit and Risk Committee is an advisory body with no executive powers.
- b. However, it is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from Trust employees, who are requested to co-operate with the Committee in the conduct of its enquiries.
- c. Requests for work and reports received from the Responsible Officer will be channelled through the Accounting Officer.
- d. The Audit and Risk Committee is authorised to obtain, at the Trust's expense, independent professional advice if considered necessary.
- e. In the case of dispute a Board decision will override that of the Committee. In such cases the Chair of the Committee has the right to report such a decision to the Trust's external auditors (and where necessary to external regulatory organisations) after discussion with the Board about this proposed course of action. The Chair of the Committee will be given access to paid for legal advice from the Trust's legal advisors.

### **Reporting**

- a. To make whatever recommendations to the Board it deems appropriate on any area within its remit.
- b. To report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- c. To review at least once a year to the Board its constitution and Terms of Reference and recommend any changes necessary to the Board.

### **Risk Management**

- a. To consider and advise the Board on the Trust's annual and long-term audit programme.
- b. To monitor and review procedures for ensuring the effective implementation and operation of financial systems and controls, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement.
- c. To review the effectiveness of the Trust's internal control and risk management systems established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally sustainable manner
- d. To review the operation of the Trust's Code of Practice for Board members, Code of Conduct for staff and for procedures such as detecting fraud or whistleblowing.

- e. To review the assessment of the overall population of risk within the risk register, including any changes during the period.

### **External Audit**

- a. To review the Trust's internal and external financial statements and reports and any other financial information to be presented to the Board or to auditors and to ensure that these reflect best practice.
- b. To receive auditors' reports and to recommend to the Trust Board action as appropriate in response to audit findings.
- c. To recommend to the Trust Board the appointment or reappointment of the auditors.
- d. To oversee the Trust's relationship with the external auditor including terms of engagement, agreement of fees, annual assessment of independence and objectivity of the auditor and any ethical guidance relating to non-audit work undertaken and rotation of audit partners
- e. To agree with the external auditor the nature and scope of each forthcoming audit and to ensure that Trust staff co-operate fully with the auditor.
- f. To meet with the external auditor to discuss the auditor's remit and any issues arising from the audit.
- g. To consider the review of the audited financial statements and Board reports provided by the Trust's external auditors and to make recommendations in relation to their acceptance to the Board. To consider and address issues raised in any management letter issued by the external auditors following an audit.

### **Internal Audit**

- a. To review annually internal audit requirements to determine required scope and most effective means of delivery.
- b. To ensure that the internal audit function is adequately resourced including access to external specialists as and when required.
- c. To review and monitor management's responsiveness to internal audit findings and recommendations.
- d. To ensure that the Trust's internal audit service (as appropriate) has appropriate access to information, adequate seniority, is free from management and other restrictions and is independent of activities under audit.
- e. To ensure that the internal auditor and any external specialist auditor have direct access to the Audit and Risk Committee and to the Chair of the Board of Trustees and are able to meet with the Audit and Risk Committee without management being present.

## **Section 7 - Academy Improvement Boards**

### **Authority**

a. The Board of Trustees are ultimately responsible for the performance of Academies within the Trust and are thus required to provide support, challenge and make decisions in this context. Where an academy is underperforming and at risk of, or in, an Ofsted category or concern, it is the responsibility of the Trust to implement appropriate actions to improve performance, rapidly. In such cases this may mean that Academy Improvement Boards (AIBs) are established to help accelerate improvement and help to strengthen the overall leadership and management of the academy.

b. The AIB will take on the monitoring responsibilities of the AC with a primary focus of raising standards for a time-limited period of no more than 24 months. It will bring together individuals who will drive decisions and actions with expediency.

c. In the event that an AIB is established, some of the existing Governors will be invited to form membership of the AIB or, where appropriate, the AC will be disbanded.

### **Reasons for establishing an AIB**

a. AIBs will exist where evidence from data, an Ofsted inspection, or an external review, deems the academy is inadequate or at risk of being found to be inadequate. AIBs may also be established where evidence from the sources outlined above demonstrate that the Trust's leadership and management is not bringing about improvement rapidly enough.

### **Purpose and tenure of an AIB**

a. The overall purpose of an AIB is to support, challenge and monitor the implementation of the Academy Improvement Plan or Post Ofsted Action Plan, so that the academy:

- Achieves its targets.
- Is no longer at risk of or in an Ofsted category of concern.

b. The Board expects an AIB to be in place for between 12-24 months, depending on the specific needs of each academy. The decision to remove an AIB will be made by the Board following a recommendation from the CEO. The CEO will make this recommendation based on advice from the Chief Executive Principal, academy progress data and evidence from Ofsted inspections.

c. Where an academy does not improve in line with expectations of targets the Board of Trustees will need to consider alternative action to ensure standards improve rapidly and the academy's targets are met e.g. permanent replacement of the Academy Council. In extreme cases this may lead to termination of the Funding Agreement with the Trust and rebrokerage of the school.

### **Membership**

a. The Chief Executive will determine membership of the AIB and will appoint a Chair of the AIB, who will lead the AIB on behalf of the Trust. The Chair may be a Trustee, a member of the core team or an individual considered by the Trust Board to have relevant educational expertise.

b. The Principal, Chair of the AIB and Executive/Associate Executive Principal will be expected to attend each meeting.

c. The Chair may invite other academy staff members, specifically those SLT members with responsibility for implementing key parts of the Academy improvement plan, central team members (e.g. Finance, HR), external experts or Trustees to attend the meeting, either generally or in relation to a particular issue or topic.

d. Members of the AC may be appointed to the AIB.

e. Members who are unable to attend will be expected to submit an update or report to the Chair and nominated Clerk, 48 hours in advance of the meeting.

### **Quorum**

a. Three members shall constitute a quorum of whom at least one must be an OGAT central team representative and at least one must be an academy representative.

### **Frequency of meetings**

a. AIB meetings will usually be held termly and ideally sequenced around the academy's assessment cycle. In some cases the Chair may agree that more frequent meetings are required. Task groups may be asked to meet on an ad hoc basis to discuss specific issues, actions, or progress in more depth.

### **Reporting arrangements**

a. Minutes of the meetings will be sent to the Chair within 7-10 working days of the meeting. These will then be shared with members of the meeting, within three working days of the Chair's receipt.

b. Standing items on the agenda will include:

- Latest progress and performance data.
- Teaching and Learning.
- Progress against post Ofsted Action Plan / AIP.
- Staffing position for the current and next term.
- Planning for future improvement.
- Update on the academy's financial position and any resources required in the academy improvement plan/ Post Ofsted Action Plan/ Sponsor Statement of Action.

c. The Chair will report on progress in the AIB to the Chief Executive Principal, summarising any areas of concern, where greater progress is needed, and areas for the Executive to probe.

## **Section 8 - Procedures for Raising Issues with Trustees**

8.1. It is hoped, however, that most local issues can be resolved between the AC and the Principal and Executive Team Members.

8.2. Where ACs wish to raise an issue with Trustees, the Chair of Governors should inform their Chief Executive Principal with details of the unresolved issue. This will be reported to the next Board or relevant Committee Meeting. This is the mechanism for local issues to be raised with Trustees.

## **Section 9 - Further considerations**

7.1 At least fourteen clear days' notice should normally be given of General Meetings but a meeting can be called at shorter notice if this is agreed by a majority of Members. The notice will give the time, place and general nature of the business to be transacted at the meeting.

7.2 For meetings of the Directors - at least seven clear days' notice should normally be given of a meeting and this should include a copy of the agenda for the meeting.

7.3 Shorter notice can be given if the chair (or vice-chair if the chair is absent) agrees that there is an urgent need for a meeting. In addition, any three Directors may request a meeting by giving written notice, and in this case the meeting should be convened "as soon as is reasonably practicable".

7.4 As far as practicable, all other agendas, minutes and supporting papers should be circulated at least seven days in advance of the relevant meeting. Papers will be sent to Directors via email. Meetings will still be valid even if any of the usual recipients fail to receive his or her copy of the papers. Directors are expected to have read the relevant papers prior to the meeting to ensure that all meetings are expeditious and efficacious.

## **Annex A - Process for OGAT Election of Chair / Vice-Chair of the Board and Chair of Committees**

The process for OGAT elections should be as follows:

- The clerk will ensure that all Directors have an opportunity to nominate themselves as Chair/ Vice-Chair by calling for nominations at the first meeting of each academic year.
- All nominations should be duly seconded by another Director.
- Nominations can be accepted from a Director who is unable to attend the election meeting, subject to the Clerk having received written confirmation of their desire to stand.
- The agenda for the meeting at which the positions are to be voted should agenda this as an item.
- In the event of only one nomination being received and duly seconded for a particular position, the Clerk will ask for a show of hands to determine the Board's acceptance of this nomination.
- Where there are contested positions, elections should be carried out by secret ballot at the first Directors meeting of the Academic Year.
- The election process will be managed by the Clerk, who will chair this part of the meeting but who will not have any vote.
- Should there be a tie in the number of votes for any position; the ballot should immediately be carried out again. If a second ballot results in a tie, the tied candidates should draw lots to determine the outcome.
- Any Director not wishing to vote for any of the nominees may choose to abstain, but the total number of Directors voting must at least equal the designated quorum(i.e. three Directors, or, where greater, any one third of the total number of Directors holding office at the date of the meeting ). In the event this figure is not reached, the election will be postponed until a future meeting.
- Candidates for each position will be asked to remove themselves from the room during voting for that position.
- Formal appointment of the new post holders should take place at the start of the first Directors meeting of the new academic year (September). This part of the meeting should be chaired by the outgoing Chair and a formal hand-over of responsibilities should take place at this meeting.
- The term of office for all Chair / Vice-Chairs should be one year although a Chair/Vice Chair can be reappointed for more than one consecutive term. If a Director is elected as Chair/ Vice-Chair and his or her term of office as a Director is due to end before that determined for the office of the Chair / Vice- Chair, then the Chair or Vice-Chair's term of office ends when the Director's term of office ends.
- If the position for Chair or Vice-Chair becomes vacant during the year, the Board must elect a new Chair/ Vice-Chair at their next meeting.



## **Annex B: Current OGAT Members and OGAT Directors**

### **Member Academies**

Outwood Grange Academy  
Outwood Academy Acklam  
Outwood Academy Adwick  
Outwood Academy Bishopsgarth  
Outwood Academy Brumby  
Outwood Academy Bydales  
Outwood Academy Carlton  
Outwood Academy City  
Outwood Academy City Fields  
Outwood Academy Danum  
Outwood Academy Easingwold  
Outwood Academy Foxhills  
Outwood Academy Freeston  
Outwood Academy Hasland Hall  
Outwood Academy Haydock  
Outwood Academy Hemsworth  
Outwood Academy Hindley  
Outwood Academy Newbold  
Outwood Academy Normanby  
Outwood Academy Ormesby  
Outwood Academy Portland  
Outwood Academy Redcar  
Outwood Academy Ripon  
Outwood Academy Shafton  
Outwood Academy Valley  
Outwood Alternative Provision Eston  
Outwood Primary Academy Alne  
Outwood Primary Academy Bell Lane  
Outwood Primary Academy Darfield  
Outwood Primary Academy Greystone  
Outwood Primary Academy Kirkhamgate  
Outwood Primary Academy Ledger Lane  
Outwood Primary Academy Littleworth Grange  
Outwood Primary Academy Lofthouse Gate  
Outwood Primary Academy Newstead Green  
Outwood Primary Academy Park Hill  
Outwood Primary Academy Woodlands  
Outwood Primary Academy Brumby

### **OGAT Members:**

- Chair of the OGAT Board - David Earnshaw
- Roland Harden
- David Tibble
- Jamie Allison
- Jane O’Gara

**OGAT Directors:**

**David Earnshaw** Chair

**Sue Blayney** Vice Chair

**Chris Dalzell** Trustee

**Ralph Pickles** Trustee

**Roland Harden** Trustee

**Sue Silk** Trustee

**Lord John Mann** Trustee

**Alistair Brownlee** Trustee

**David Harle**, Trustee

**Clare Barton**, Trustee

## Annex C - OGAT Meeting Planner

OGAT Trust Board		Finance & Resources		Audit & Risk	
Meeting	Agenda Items	Meeting	Agenda Items	Meeting	Agenda Items
Autumn Term 1	Written declarations of Interest completed Policy Reviews Election of Directors (where required) and Chair/Vice Chair Data Dashboard Finance and Resources Committee Minutes Performance Management of Chief Executive (separate committee)				
Autumn Term 2	Pay Progression recommendations Finance: Approval of Statutory Accounts	Autumn Term 2	Remuneration – pay progression recommendations	December	Risk Register Internal Audit Sign off accounts Internal audit review
Spring Term 1	Academy Improvement Plan/Summary SEF/CLFP Admissions Policy Policy Reviews Data Dashboard				
Spring Term 2	Data Dashboard Finance and Resources Committee Report	Spring Term	Monthly Management Accounts	Spring Term	Internal Audit Recommendations Review Risk Register

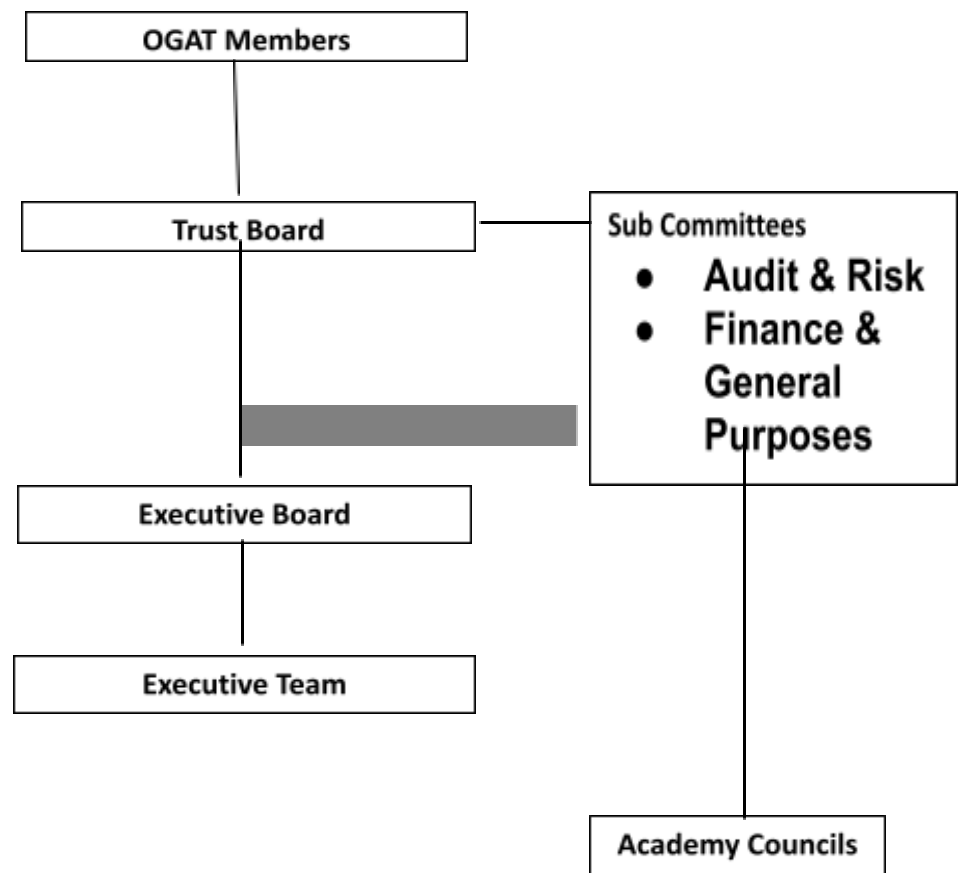
	Audit Committee Minutes				
Summer Term 1	Finance: Capital Programme for Approval Data Dashboard				
Summer Term 2	Data Dashboard		<b>Annual budget setting</b> Monthly Management Accounts		Internal Audit Recommendations Review Risk Register
Results Meeting	GCSE and A Level Results summary				
<b>Other standing agenda items:</b> Apologies Declarations of Interest Minutes of Academy Council Meetings Date and Time of Next Meeting		<b>Other standing agenda items:</b> Apologies Declarations of Interest Date and Time of Next Meeting		<b>Other standing agenda items:</b> Apologies Declarations of Interest Date and Time of Next Meeting	

## **Annex D - COMMON TERMS AND ABBREVIATIONS**

AO Accounting Officer  
AT Academy Trust  
ATL Association of Teachers and Lecturers  
AWPU Age-Weighted Pupil Unit – the basic unit used in calculating the funding of the school / college, weighted according to the pupils' ages.  
CAR Consolidated Accounting Return  
CEO Chief Executive Officer  
CFO Chief Financial Officer  
CFR Consistent Financial Reporting – formatted sheets for giving financial returns  
COO Chief Operating Officer  
CPD Continuing Professional Development  
CTF Common pupil transfer form  
Cohort Body of pupils entering a school / college in any one year  
CRE Commission for Racial Equality  
CSC Curriculum and Standards Committee  
DfE Department for Education  
EBD Emotional and Behavioural Difficulties  
EFA Education Funding Agency  
EWO Education Welfare Officer  
EYFS Early Years Foundation Stage  
FD Finance Director  
FGPC Finance and General Purposes Committee  
FOI Freedom of Information Act  
FSM Free school meal  
FTE Full time equivalent  
GAG General Annual Grant Allocation  
HLTA Higher Level Teaching Assistant  
HMCI Her Majesty's Chief Inspector – the head of Ofsted  
HMI Her Majesty's Inspectorate  
HOD Head of Department  
ICT Information and Communications Technology  
IEP Individual Education Plan  
I&E Income and Expenditure  
INSET In-service training for teachers  
ISR Individual School / college Range – categorisation of a school according to size and type used in calculating the salary level of a Principal  
ITT Initial Teacher Training  
KSI (2/3/4/5) Key Stage One (Two/Three/Four/Five)  
LEA Local Education Authority  
MLD Moderate learning difficulties  
MPS Main pay scale  
MPSRE Moral Personal Social and Religious Education  
MUGA Multi-use games area  
NAHT National Association of Head Teacher / Principals  
NASUWT National Association of School / College masters Union of Women Teachers  
NC National Curriculum  
NGC National Governors' Council  
NPQH National Professional Qualification for Headship  
NQT Newly Qualified Teacher

NUT National Union of Teachers  
OGAT Outwood Grange Academies Trust  
Ofsted Office for Standards in Education  
PAT Professional Association of Teacher  
PGCE Post-Graduate Certificate of Education  
PPA Preparation, planning and assessment time – time for teachers to prepare for lessons and to assess students' progress  
PRU Pupil Referral Unit  
PSHE Personal, Social and Health Education  
QCA Qualifications and Curriculum Authority  
QTS Qualified Teacher Status  
RAISE Reporting and Analysis for Improvement through School / college Self Evaluation  
SACRE Standing Advisory Council for Religious Education – statutory body made up of representatives of an LA, religious organisations and teachers, which advises on religious education and worship  
SAP System Applications Products in Data Processing  
SATs Standard Assessment Tests  
SEN Special Educational Needs  
SEND Special Educational Needs and Disability  
SENCO Special Educational Needs Co-ordinator  
SI Statutory Instrument  
SLA Service Level Agreement  
SLD Severe Learning Difficulties  
SLT School Leadership Team  
SORP Statement of recommended Accounting Practice (Charity Commission)  
TA Teaching Assistant  
TTA Teacher Training Agency  
TUPE Transfer of undertakings protection employment  
UPS Upper Pay Spine  
YPLA Young People's Learning Agency

## Trust Structure



Meetings scheduled to ensure flow from one to the other allowing information and minutes to be shared in a timely manner.