

Terms of Reference and Code of Conduct for Directors and Local Advisory Bodies

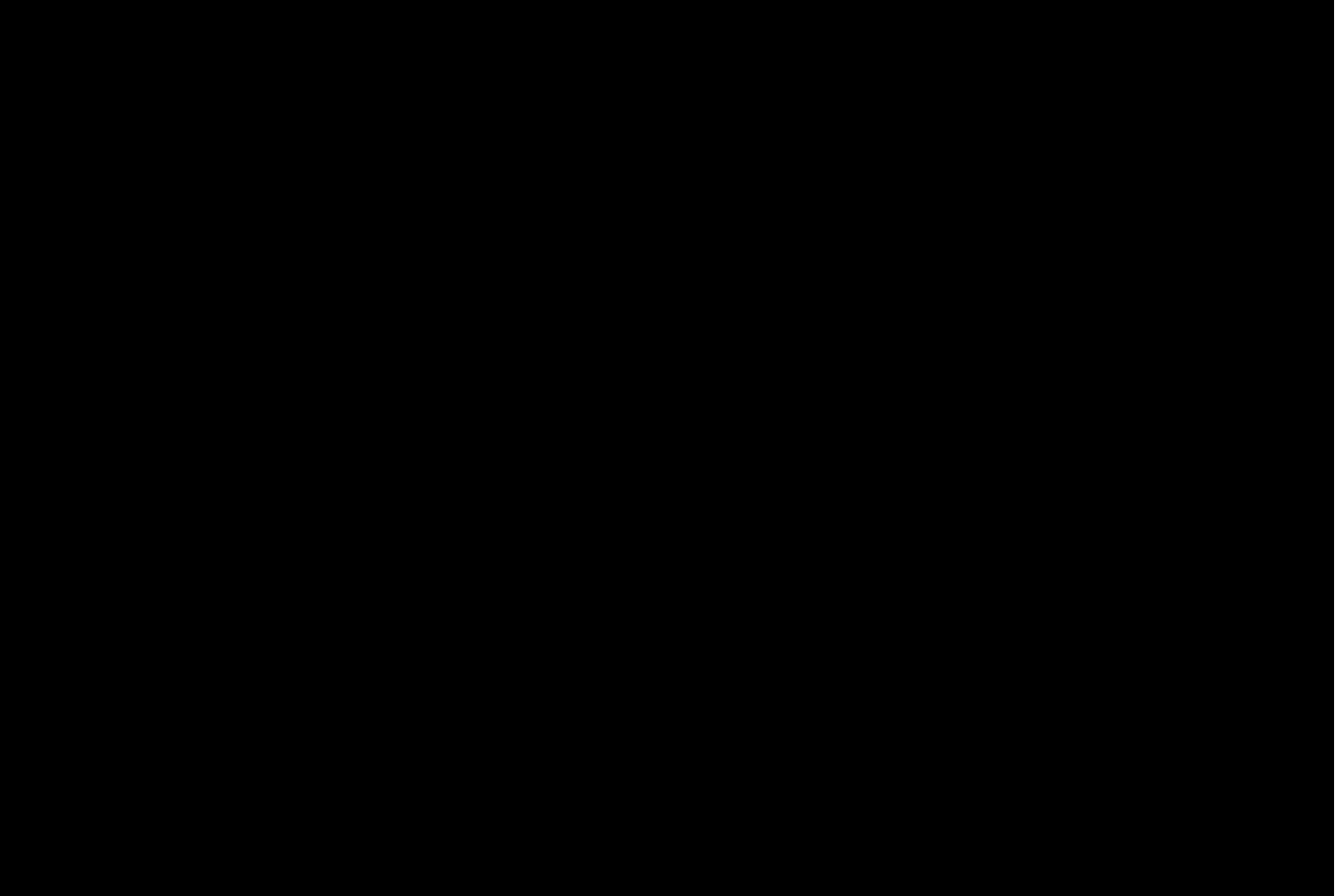
September 2023
(V2)

1. Board of Directors	2-9
2. Education Performance and Standards Committee	10-13
3. Finance Committee	14-17
4. Audit and Risk Committee	18-22
5. People and Culture Committee	23-26
6. Pay Committee	27-30
7. Local Advisory Bodies	31-40

1. Directors	41-44
2. Local Advisory Body Members	45-48

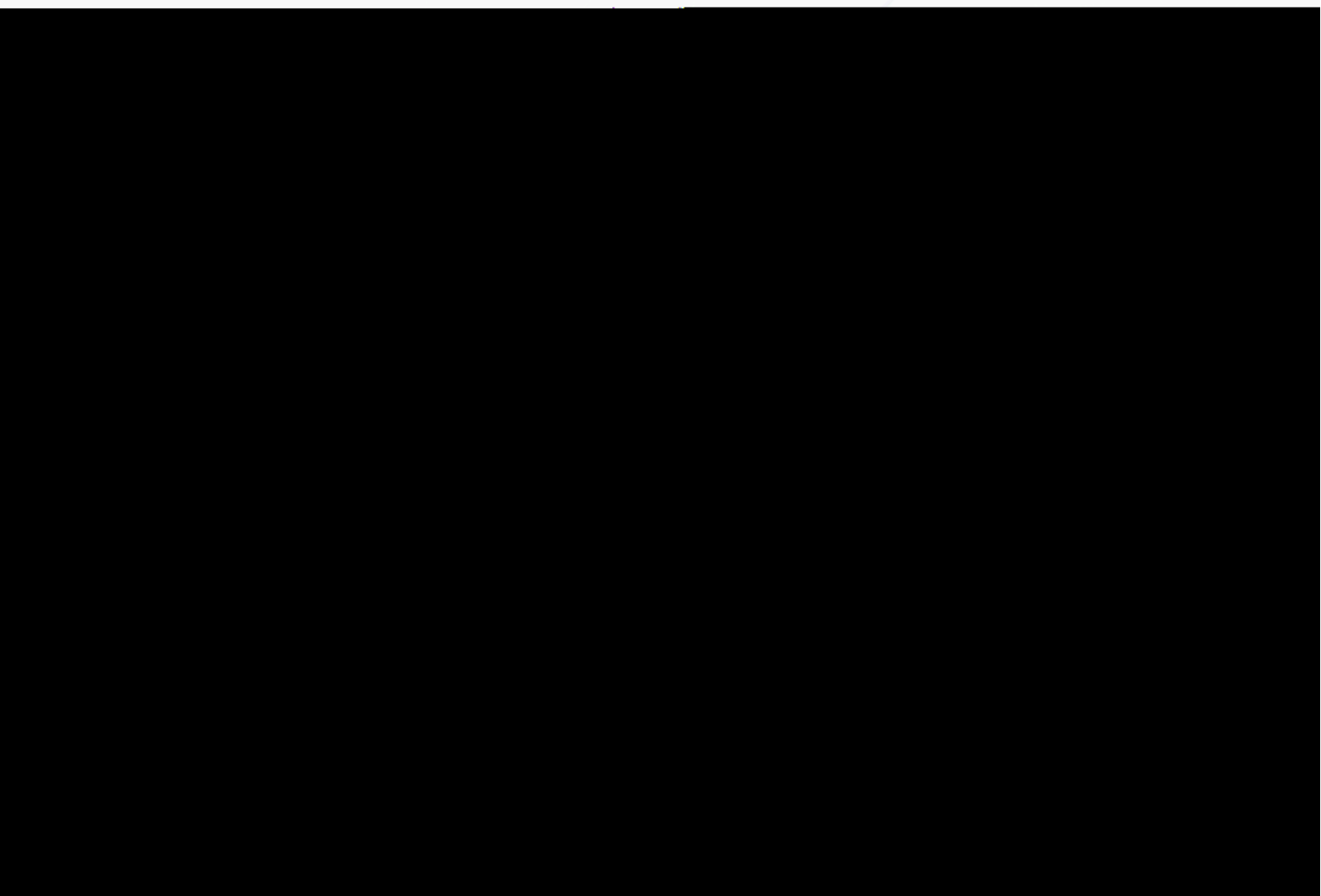


the delegation of the running of the Trust and its academies to the Executive Team within the agreed policies and strategies, supporting excellent management and administration of the Trust by the Executive Team, through a strong and effective executive leadership structure, making sure that the Executive Team is equipped with the relevant resrve t

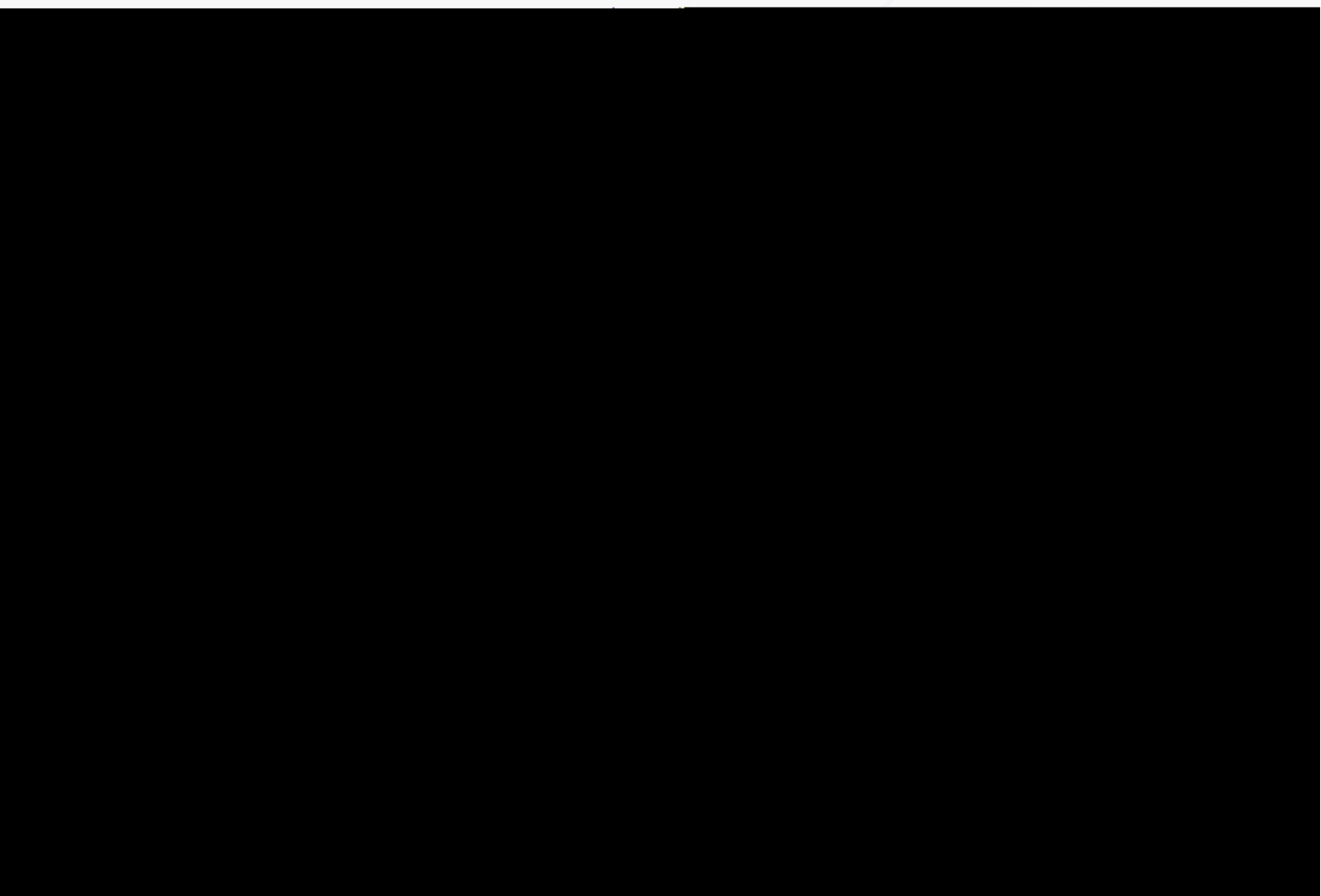


4.2 The Board is required to:

establish a clear governance structure, in keeping with the Articles of Association, and to ensure that all involved in Oe c



non-executive powers must be exercised by the Directors personally and may not be delegated;
except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and the Executive Team who may author





[REDACTED]

[REDACTED]

[REDACTED]



two parent representatives are required to be appointed to the Board or each of the Local Advisory Bodies – Windsor Academy Trust has determined that these parents will sit on the Local Advisory Bodies.
the number of Directors (or members) that are local authority influenced cannot equal or exceed 20%.

- 12.1 The Directors shall ensure that the Board has the skills and experience needed to perform its functions effectively and that it is able to appoint suitably knowledgeable and experienced Directors to each committee supported by effective induction arrangements. Training and development opportunities will therefore be made available to enable Directors to develop and enhance their skills and knowledge. Directors will also be kept up to date with developments in the legal and regulatory framework in which the Trust operates.
- 12.2 The Board is expected to have in place a system for evaluating Directors' performance, with a view to identifying gaps in their knowledge and skills in order to develop any interventions required
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1.1 The Education, Performance and Standards Committee (the Committee) of



Trust. The Committee is required to determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities in relation to its educational outcomes, and to determine the extent to which the Trust's targets for pupils'/students' educational outcomes are achieved.

4.3 The Education Performance and Standards Committee will:

ensure effective reporting to the Board, and to other parties as appropriate;

encourage and promote collaboration between academies within the Trust, and with other schools and other sectors, including employers, locally and nationally to ensure that best practice is identified and promoted;

periodically review its policies and practice, making use of experiences and expertise outside the Board when appropriate;

4.4 In carrying out its work the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Appendix 1), and will comply with:

the Articles of Association
the Principles of Governance
the Academies Financial Handbook
these terms of reference
the scheme of delegation
the conflicts of interest policy
the code of conduct for Directors
all other relevant policies of the Trust

Performance and Standards Committee
and the Director of Education.

- 6.3 The Chair has a second Vice Chair. The Chair and Vice Chair will attend all meetings of the Education Performance and Standards Committee.
- 6.4 It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair of the Education Performance and Standards Committee will hold the same role for more than 6 years.

- 7.1 There will be a minimum of three meetings of the Education Performance and Standards Committee each academic year. The dates of meetings will be determined by the Board.

In determining the dates and agenda for Education Performance and Standards Committee meetings, the Board and Committee will regard Education Performance and Standards Committee members as being available to attend meetings.

discharge their responsibilities.

take into account the roles of other elements of governance so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making.



1.1 The Finance Committee (the Committee) of Windsor Academy Trust (WAT) will at all times:

observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;
be accountable to its stakeholders and regulatory bodies for its activities;
engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies;
act in accordance with the Trust's Governance Principles and Scheme of Delegation, respect the important, confidential and sensitive nature of its work.

2.1 The Committee's powers and functions are those delegated to it by the Trust's Board, as shown in the Trust's Scheme of Delegation. As currently determined, the Committee's responsibilities and functions include decision making on behalf of the Board, as well making proposals and recommendations for decisions made elsewhere.

2.2 The Committee has responsibility for the oversight of the Trust's finances, for setting specified financial policies and processes, and for making specified financial returns.

- 6.2 The main role of the Chair is to chair meetings of the Committee. They also provide leadership to the Committee and act as the main point of contact between the Committee and the Board, and the CEO.
- 6.3 The Chair has a second or casting vote in any case of an equality of votes at a meeting of the Committee.
- 6.4 It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair of the Committee will hold the same role for more than 6 years. The quorum for the meeting will be 3 Directors.
- 7.1 There will be a minimum of three meetings of the Committee each academic year, one per school term. The dates of meetings will be determined by the Board.
- 7.2 In determining the dates and agenda for the Committee meetings, the Board and Committee will have regard to the requirements on them to:
- ensure good financial management and effective internal controls;
 - comply with the Funding Agreement and the current version of the Academy Trust Handbook (or successor documents);
 - ensure that the Board receives and considers information on financial performance at least six times a year; and take appropriate action to ensure ongoing viability against agreed budgets;
 - discharge their responsibilities as set out in the Scheme of Delegation;
 - take into account the roles of other elements of governance, so that suitable

The final minutes of all Committee meetings will be reported to the Board of Directors for adoption. Activities of the Committee will be reported to the WAT Board on a termly basis.

9.1 The Companies Act 2006 imposes a statutory duty on Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

declare the nature and extent of any interest in any matter relating to the Trust;
and
avoid any conflict of interest between that interest and the interests of the Trust.

9.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Trust and a third party.

9.3 Further details are set out in the Conflict of Interest Policy with which the Directors are obliged to comply.

9.4 Directors on the Committee are expected to keep up to date with developments in the financial and regulatory environment.

9.5 Directors are expected to keep up to date with developments in the financial and regulatory environment.

1.1 The Audit and Risk Committee



any other review bodies that are relevant.

consider the reports of the auditors/scrutineers and, when appropriate, advise the Board of material control issues.

encourage a culture within the Trust whereby each individual feels that they have a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board.

5.1 The Committee will monitor the integrity of the Trust's financial statements including its regulatory returns and any other formal statements relating to its financial performance and position. It will review and report to the Board on significant financial reporting issues and judgements having regard to matters communicated to it by the auditor.

6.1 The Committee shall keep under review the Trust's internal financial control systems that identify, assess, manage and monitor financial and non-financial risks, and other internal control and risk management systems. It will review and approve the statements to be included in the annual report concerning internal control, risk management, including the assessment of principal risks and uncertainties. It will advise the Board on the benefits of the ESFA's Risk Protection Arrangements (RPA) or obtaining its own commercial insurance provision.

7.1 This Committee will:

review the external auditor's plan each year.

review the annual report and accounts.

review the auditor's findings and actions taken by the Trust's executive in response to those findings.

produce an annual report of the committee's conclusions to advise the Board and Members.

- 12.1 The Committee cannot delegate its powers. It can, however, make proposals to the Board for changes to the Scheme of Delegation.
- 12.2 The Committee may establish time-limited task groups as long as these relate directly to the delegated powers of the Committee, and to these terms of



4.2 The work of the Committee must reflect a good understanding of People and Culture related legislation that applies to the Trust. The Committee is required to determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities in relation to its staff.

4.3 The Committee will:

ensure effective reporting to the Board, and to other parties as appropriate;

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encourage and promote collaboration



the interests of the Academy Trust. The duty is to:

declare the nature and extent of any interest in any matter relating to the Academy Trust; and

avoid any conflict of interest between that interest and the interests of the Academy Trust.

9.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Academy Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Academy Trust and a third party.

9.3 Further details are set out in the Conflicts of Interest Policy w] wn e
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4.2 The work of the Committee must reflect a good understanding of remuneration legislation that applies to the Trust. The Committee is required to give assurance that the Trust is meeting its statutory and legal responsibilities in relation to the remuneration within the Committee's scope.

4.3 In carrying out its work the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1), and will comply with:

- the Articles of Association
- the Principles of Governance
- the Academy Trust Handbook
- these terms of reference
- the Scheme of Delegation
- the Conflicts of Interest Policy
- the Code of Conduct for Directors
- the Board's relevant policies of the Trust

4.4 The Committee is required to report to the Board on an annual basis:

- o Evaluation of its own effectiveness
- o Summary of its role and responsibilities and actions taken to discharge them, for inclusion in the Annual Report.

5.1 The Committee cannot delegate its powers. It can, however, make proposals to the

7.2 In determining the dates and agenda for Committee meetings, the Board and Committee will have regard to the requirement on them to:

- p discharge their responsib

- 10.1 Directors on the Pay Committee are expected to keep up to date with developments relating to HR/employment matters in the environment in which the Trust operates.
- 10.2 The Board will ensure that it is able to appoint suitably knowledgeable and experienced Directors to the Pay Committee. The Pay Committee will work with the Board to develop succession plans and invest in the development of Directors to prepare them for the roles of member, chair and vice chair of the Pay Committee.

1.1 The Local Advisory Bodies (LAB) and the Trust Board (WAT), will at all times ensure that the Trust

observe the highest standards of conduct in all its activities in relation to the governance of the Trust. The Trust will be accountable to the public, its stakeholders and its staff for its activities; engage with the wider community; ensure that the Senior Leadership Team and the Trust Board maintain the highest standards of education and financial probity; and in accordance with the Trust's Governance Principles and Scheme of Delegation. The Trust will ensure that the Trust Board respects the importance and sensitive nature of its work.

1.1.1 The Trust Board will ensure that the Trust Board maintains the highest standards of education and financial probity; and in accordance with the Trust's Governance Principles and Scheme of Delegation. The Trust will ensure that the Trust Board respects the importance and sensitive nature of its work.

1.1.2 The Committee's powers and responsibilities will be those delegated to it by the Trust Board as shown in the Trust's Scheme of Delegation.

Evaluation of its own effectiveness
Summary of its role and responsibilities and actions taken to discharge them, for inclusion in the Annual Report.

1.9
1.9.1
1.9.2

5.1 The LAB cannot delegate its powers. It can, however, make proposals to the Trust for changes to the Scheme of Delegation.

5.2 The LAB may establish time-limited task groups as long as these relate directly to the delegated powers of the LAB, and to these terms of reference and provide for a more efficient and effective way of working.

1.9
1.9.1
1.9.2

and timescales set by the Trust Board in the Trust's annual plan. This will enable the Trust Board to comply with the Funding Agreement and the current version of the Academy Trust Handbook (or successor documents) and ensure that the LAB is able to make full contributions to the development of the work and policies of the Trust.

7.3 Dates for meetings should be advised to members of the LAB as far ahead as possible, and more than 7 days before a proposed meeting. Agendas should be issued at least 7 days before the meeting date, accompanied by relevant documentation to support effective contributions and working at meetings.

7.4 The LAB should have a clerk to take appropriate minutes of the meetings. These minutes should be a succinct summary



hold an open election for parent vacancies. Parents can be appointed only in the event that the number of candidates is equal to or less than the number of parent vacancies.

- 10.3 Parent members of the LAB are encouraged to bring the perspective of a parent to the work of the Board, but must appreciate that they are appointed in a personal capacity and not as a representative of the parent body. The LAB may wish to hold information sessions for interested parents and highlight that candidates with particular experience of areas such as finance estates etc. are particularly encouraged however, that all are welcome to stand for election.
- 10.4 In appointing a parent member of a LAB, the Board shall appoint a person who is/are the parent of a registered pupil at the Academy (ies) at the time when he or she is appointed or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 10.5 One of the members of the LAB will be the Headteacher of the Academy, and a further member of the LAB will be a staff member, elected by the staff at the academy for a term of four years.
- 10.6 The remaining members of the Local Advisory Board will be appointed by the Trust Board, which will ensure that new LAB members understand the responsibility they are taking on and consent to act as a LAB member. The Trust Board will aim to ensure that the LAB includes the range of skills, experience and attributes necessary for its work.
- 10.7 The Articles of Association make the Trust Board responsible for ensuring that members of the LAB are not disqualified from taking this role. Those disqualified from becoming members of Local Advisory Boards include those:

The programme of work of the LAB shall include the following:

The LAB will have oversight of the Academy's budget, helping to ensure that spending is in accordance with the budget agreed for the Academy by the Trust Board, and that expenditure supports the best possible educational outcomes for the pupils at the academy.

The LAB may be consulted on the Trust's policies, as indicated in the Trust's Scheme of Delegation. The LAB shall oversee the implementation of all Trust policies.

The LAB may be consulted on the Trust's staffing and People and Culture policies, as indicated in the Trust's Scheme of Delegation.

The LAB shall oversee the academy's implementation of Trust policies on staffing and People and Culture.

The LAB shall oversee the implementation of all Trust policies on performance, standards, curriculum and target setting.

In consultation with the LAB, Headteacher and the Education, Performance and Standards Committee, the CEO shall refer proposed performance review (SEF) and proposed performance targets to the Trust Board for approval.

In consultation with the Headteacher, the LAB shall recommend both three year and one year development plans to the CEO for approval.

The LAB may be consulted on the Trust's policies relating to admissions as indicated in the Trust's Scheme of Delegation. The LAB shall oversee the implementation within the academy of Trust policies on admissions.

The LAB shall provide information on admission applications to enable the effective implementation of the co-ordinated admission arrangements. Decisions on the relative priority of admissions applications shall be made by the LAB in line with the Trust's Admissions Policies and procedures. The LAB shall administer an independent admission appeals.

Safeguarding as indicated in the Trust's Scheme of Delegation.

The LAB shall oversee the implementation in the Academy of Trust policies on Safeguarding and Child Protection.

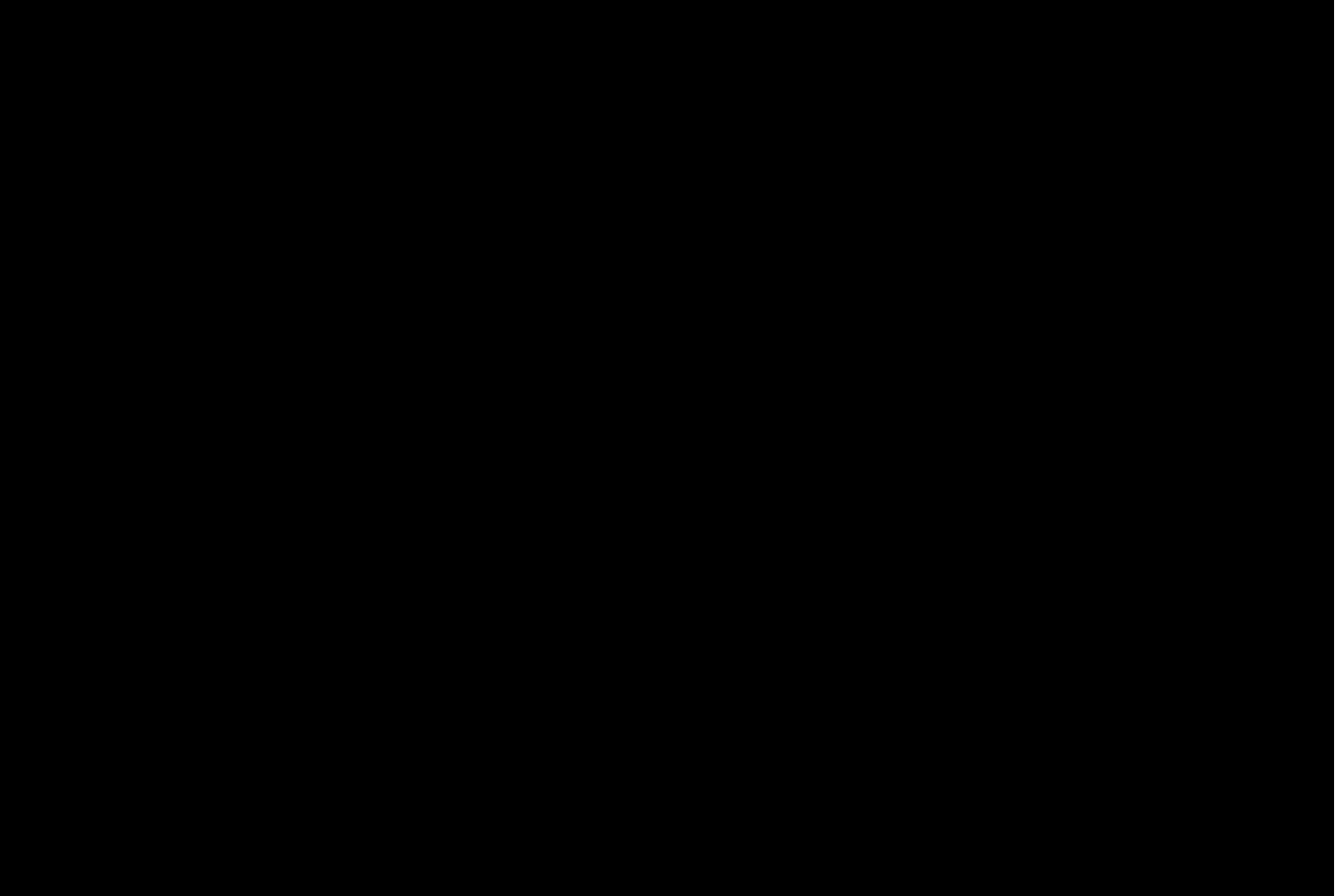
The LAB shall ensure that the Academy has a Designated OSaf

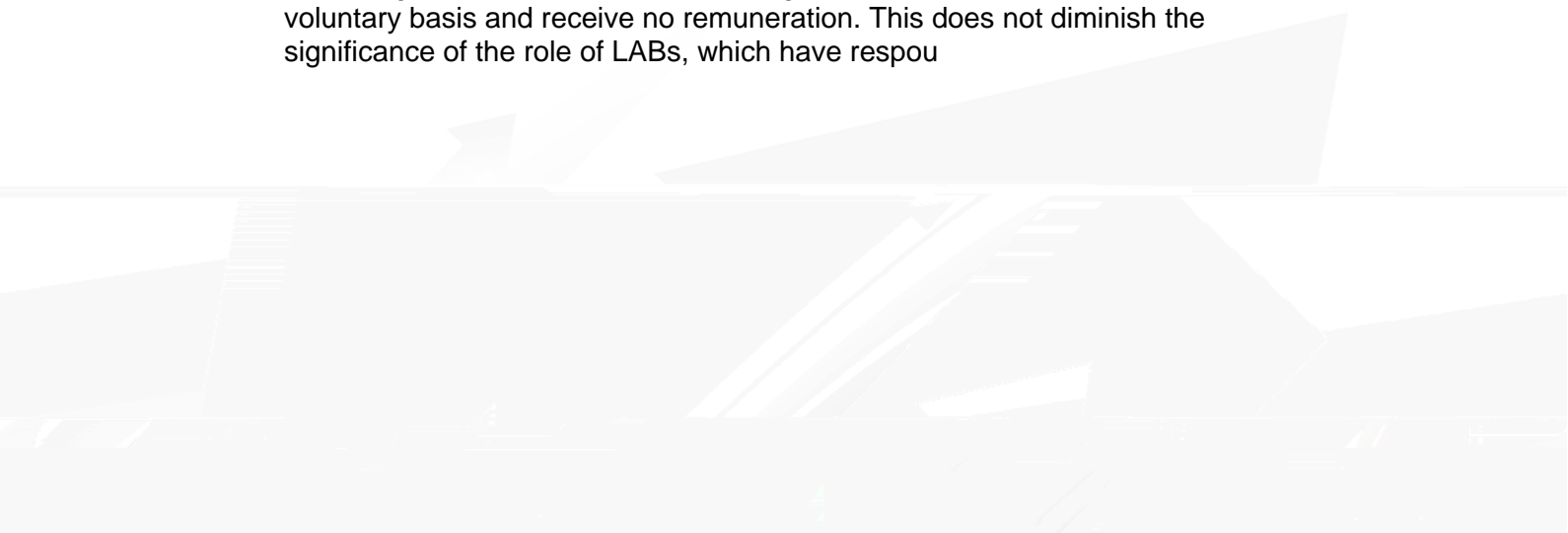


- 1.1 This code of conduct is designed to set out the conduct required of Directors in order to ensure the highest standards of integrity and stewardship.
- 1.2 It is recognised that Directors give their time and commitment on a voluntary basis and receive no remuneration. This does not diminish

- 2.4 Directors' conduct must reflect their commitment to Windsor Academy Trust's (WAT) values and objectives as well as the Trust's Governance Principles, Scheme of Delegation and other Trust policies. They must be mindful at all times of the interests of the beneficiaries of WAT and of the objects for which the Trust is established.
- 3.1 All involved with WAT are expected to relate to each other with respect and courtesy. Directors should listen respectfully to the views of other Directors, staff, volunteers or external advisers, taking cognisance of differences of opinion. Directors should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.
- 3.2 Directors must ensure there is a clear understanding of

not to misuse information gained in the course of their Directorship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms



- 1.1 This code of conduct is designed to set out the conduct required of members of Local Advisory Body (LAB) in order to ensure that LABs contribute to the highest standards of governance.
 - 1.2 It is recognised that members of LABs give their time and commitment on a voluntary basis and receive no remuneration. This does not diminish the significance of the role of LABs, which have respo
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3.2 Members of LABs must ensure there is a clear understanding of the scope of authority delegated to their LAB. LAB members must be careful, individually and collectively, not to undermine the authority of the Board of Directors either by word or action.

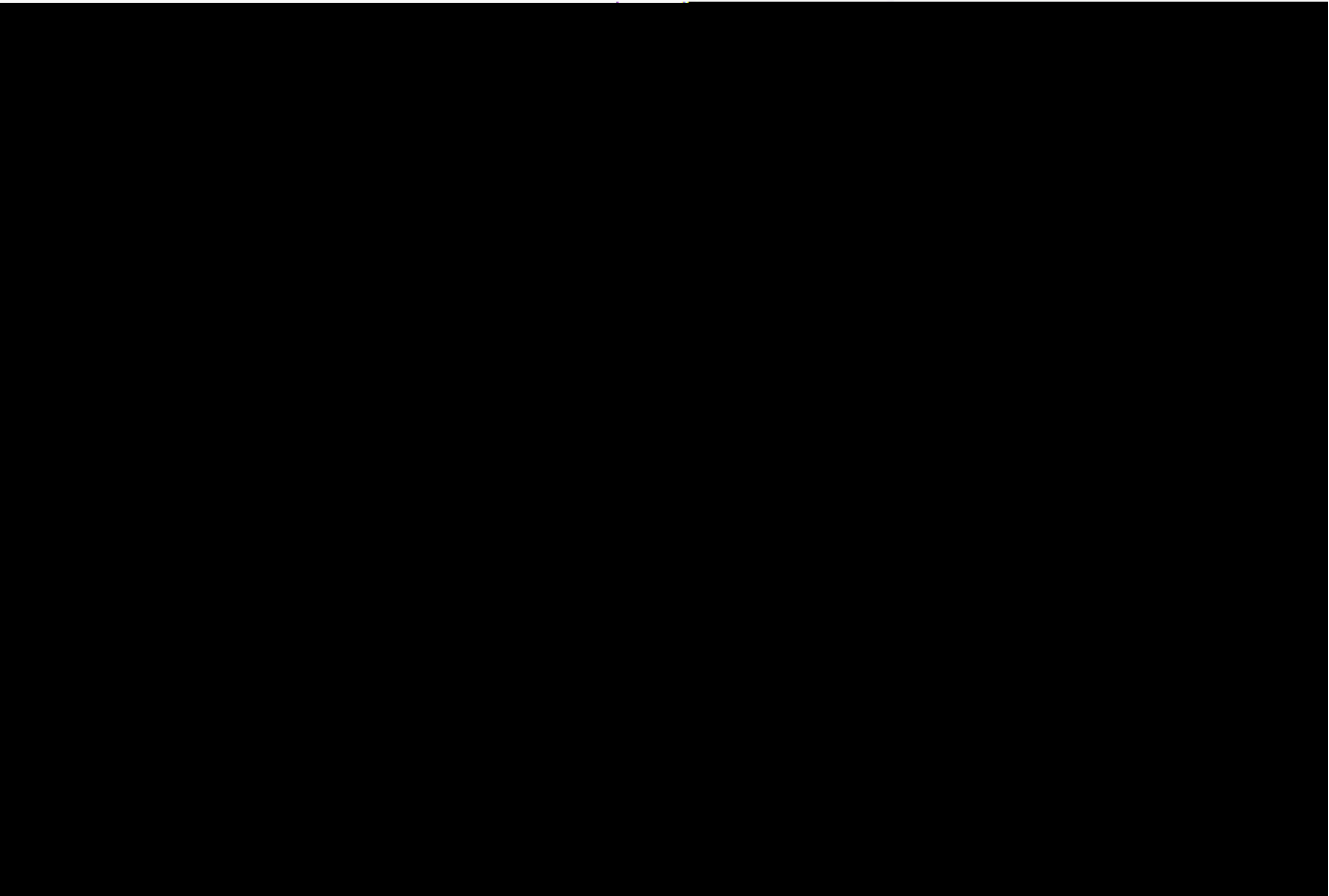
3.3 LAB members' relationships and communication with staff members should reflect the authority of the Board of Directors, CEO, the Executive and the Headteacher, which include the management of staff. If a LAB member has concerns relating to the performance of a member of staff, they should contact the chair, who will take up the matter with the CEO or the Headteacher.

4.1 Reflecting the key purpose of WAT, LAB members must be committed to ensuring the highest levels of educational achievement and progression for pupils in the Academy.

4.2 All LAB members are required:

to follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1);

to comply with the Articles of Association of the Academy.



- 6.2 LAB members should actively encourage a positive view of the Academy and the Trust and should never denigrate the Trust or its academies in public. Any concerns about the Academy or Trust should be raised with the Chair, Headteacher or CEO.
- 6.3 LAB members should accept the need for care and restraint when talking about LAB matters in any other forum. LAB members must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other LAB members.
- 7.1 Where a LAB member has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at a LAB meeting. If not resolved, he or she may request the matter be taken further by the Chair. If a satisfactory conclusion is not reached, the Chair may refer the matter to the Board of Directors.

Windsor Academy Trust (WAT) needs to act in accordance with charity law, which means that Directors have a legal obligation to act in the best interests of WAT and to give sole consideration to promoting the Trust's success. Directors must also have a duty to avoid conflicts of interest. Staff and volunteers have similar obligations.

The duty to avoid conflict of interest is widely formulated. Directors must avoid situations in which they have, or can have, a direct or indirect interest that possibly may conflict, with the interests of the Trust, unless the conflict has been authorised in a way permitted by the legislation.

Conflicts of interests may arise where an individual's personal interests or loyalties conflict with those of WAT. Such conflicts may arise in a number of ways:

- inhibit free discussion;
- result in decisions or actions that are not in the best interests of WAT;
- risk the impression that WAT has acted improperly.

WAT's policy on conflict of interest is intended to ensure that Directors act in the best order to avoid it and ensure that WAT acts appropriately in the interests of its staff.

As a first step, Directors and staff must identify the interests they have in any business or other activity outside their Directorship of; or employment in WAT which give rise to a potential conflict of interest.

Windsor Academy Trust (WAT) is a charitable company limited by guarantee. As a charity, WAT has a duty to act in the best interests of WAT and to give sole consideration to promoting the Trust's success. Directors must also have a duty to avoid conflicts of interest.

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As a first step, Directors and staff must identify the interests they have in any business or other activity outside their Directorship of; or employment in WAT which give rise to a potential conflict of interest.

and/or the Chair of the Board, the Company Secretary or Chair will declare that interest. The interest and the action taken will be recorded by the Company Secretary.

In the event of the Board having to decide upon a question in which a Director or member of staff has an interest, all decisions will be made by vote with a simple majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested board members cannot vote on matters affecting their own interests, must not be present during such a vote and cannot appoint an Alternate Director to vote in his or her absence. All decisions under a conflict of interest will be recorded and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

Where a Director benefits from the decision, this will be reported in the annual report and accounts in accordance with current requirements. All payments or benefits in kind to Directors will be reported in the Trust's accounts and annual report, with amounts for each Director listed for the year in question. This reporting requirement also includes disclosure of employment costs for Directors and close relations and family members of Directors that are employed by the Trust.

Where a member of WAT staff is connected to a party involved in the supply of a service or product to the Trust, this information will also be fully disclosed in the annual report and accounts.

Holders of public office should act solely in terms of the public interes

