

CLF Board of Directors

Constitution

In accordance with the Trust’s Articles of Association (the Articles), the Cabot Learning Federation is governed by a Board of Directors.

Membership and Administration

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| Membership: | As defined in the Articles the number of Directors shall be not less than three but not subject to any maximum. These Directors shall consist of: <ul style="list-style-type: none"> • Up to 12 Directors appointed by the members. • A minimum of 2 Parent Directors if there are no Local Councils established or if no provision is made for at least 2 Parent Local Councillors on each established Local Council; • Additional directors appointed by the Secretary of State (in accordance with the Articles). |
| In Attendance: | The CEO in the role of Accounting Officer and the Director of Corporate Services in the role of Company Secretary normally attend meetings of the sub-committee. CLF Executive Team or other colleagues to attend as appropriate. |
| Terms of office: | 4 years (maximum of 2 terms to be served after which a 1 year break is required) |
| Chair: | At the first meeting of each school year the Directors shall elect a chair and vice-chair from among their number. |
| Clerk: | The Director of Corporate Services shall appoint a clerk on behalf of the board. |
| Quorum: | 3 Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting. |
| Frequency of meetings: | At least 3 times per school year. |
| Attendance: | Unless previously agreed with the chair, it is expected that all Directors will attend and participate in meetings on a regular basis. The members of the trust may consider the removal of Directors for non-attendance over a period of 6 months, or attendance of less than 5/7 meetings within a year. |
| Minutes: | To be circulated to Directors of the Board and published on Teams |
| Review: | These terms of reference will be reviewed on an annual basis. |

Authority

As a charity and company limited by guarantee, Cabot Learning Federation, or CLF, (the “Company”) is governed by a board of directors (the “directors”) who are responsible for, and oversee, the management and administration of the trust and the academies run by the trust.

The directors are accountable to the Department for Education (DfE) and external government agencies, including the Charity Commission, for the quality of the education they provide and the effective use of the associated academy funding. They are required to have systems in place through which they can assure themselves of quality, financial probity, safety and good practice.

The Board may delegate some (but not all) of its decision making powers to Executives and to Board committees. CLF has published a Delegated Authority Framework which is reviewed annually.

Duties

The specific duties of the Board shall be:

1. Setting the strategic direction of the Federation, ensuring it is in line with the vision and values that underpin the CLF;
2. To determine the educational character, ethos and mission of the trust;
3. To approve the trust annual and strategic plans and review annually;
4. Setting the policy framework for the Federation;
5. To oversee the performance of the trust, including the management of risk;
6. To approve new academies or sponsors entering into the CLF;
7. To enter into funding agreements, leases and other legal arrangements subject to the delegated authority framework;
8. To ensure that all academies in the trust are effectively challenged and supported to maximise outcomes of children and young people who attend trust academies;
9. To routinely receive reports from the Executive and subcommittees at board meetings in order to review regularly outcomes and impact against key performance indicators as identified in the trust's strategic plan, challenging and supporting the trust's senior officers and academy leaders to achieve best value in terms of impact, outcomes, quality and cost;
10. To ensure compliance with the trust's duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements;
11. To ensure effective consultation and communication with all constituent parts of the trust;
12. Ensuring strong and robust governance, reviewing its own effectiveness regularly and agreeing appropriate actions to improve its performance. Specifically:
 - a. To provide details of the trust's governance arrangements in the governance statement published as part of the annual accounts;
 - b. To approve the trust board's terms of reference and scheme of delegation and keep them under regular review;
 - c. To approve the terms of reference of the subcommittees and scrutiny groups and keep them under regular review;

- d. To appoint chairs of Academy Council;
13. The trust board is responsible for ensuring that the trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the ESFA's Financial Handbook and ensure the solvency of the trust. Specifically:
- a. To ensure that the trust is operating effective internal financial controls, appointing and directing internal auditors to provide advice and assurance;
 - b. To approve the trust's annual budget and keep it under regular review by receiving a report from the Finance Executive Group at Board meetings;
 - c. To approve the annual top-slice for the purposes of funding central leadership and operations and to ensure that these provide ongoing value for money;
 - d. To approve each trust academy's annual budget, review annually and endorse plans to address identified over or underspends;
 - e. To approve the annual accounts and submit to the funding and regulatory agency and Companies house in line with the statutory deadlines;
 - f. To receive the annual report from the trust's auditors and take the appropriate actions to respond positively to any recommendations;
 - g. To open trust bank accounts and approve signatories;
 - h. To approve any borrowing proposals;
14. To oversee employment related matters, specifically:
- a. To approve trust wide employment policies for all trust employees;
 - b. Via partial delegation to appoint the CEO, Executive Team, Chief Financial Officer and Academy Principals;
 - c. Via partial delegation to approve restructuring proposals on the recommendation of the People and Wellbeing executive group;
 - d. To hear appeals against executive decisions;
 - e. To agree settlement agreements in line with the requirements of the Financial Regulations;
15. To approve the trust health and safety policy and review its implementation annually;
16. Ensuring effective child protection and safeguarding, including approving the trust's safeguarding policy and keeping it under regular review;
17. To determine the admissions arrangements for all academies to keep these under review.

Audit Committee

Constitution

The Board hereby resolves to establish a sub-committee of the Board called the Audit Committee.

Membership and Administration

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| Membership: | A minimum of five members of whom the majority shall be Directors of the Board. Members will be appointed by the Board. |
| In Attendance: | The CEO in the role of Accounting Officer, the Director of Corporate Services, the Finance Director, the Financial Controller, the appointed auditor, and the internal audit lead normally attend meetings of the sub-committee. Board members who are not members of the sub-committee have the right of attendance. |
| Terms of office: | Membership and attendance rights permitted in accordance with the post held. |
| Chair: | A board member appointed by the Board, excluding the Chair of the Board, and the Chairs of other Board Committees (with the exception of Academy Councils). |
| Clerk: | Clerk (or nominee) to the CLF Board |
| Quorum: | 3 members |
| Frequency of meetings: | At least 3 times per financial year. |
| Attendance: | Unless previously agreed with the chair, it is expected that all members of this committee will attend and participate in meetings on a regular basis. The Board may consider the removal of members of this committee for non-attendance over a period of 6 months, or attendance of less than 2/3 meetings within a year. |
| Minutes: | To be circulated to members of the Audit committee and Directors of the Board and published on Teams |
| Review: | These terms of reference will be reviewed on an annual basis. |

Authority

The Audit Committee is an advisory body with no executive powers. However, it is authorised by the board to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries. The Committee will seek to give assurance to the Board that Federation business is conducted in accordance with the law and proper standards; that public money is safeguarded and accounted for correctly; that reasonable steps are taken to prevent and detect fraud and other irregularities.

Requests for work, and reports received, from internal audit will be channelled through the Director of Corporate Services, as client engagement manager for Internal Audit. The Audit Committee is authorised to obtain independent professional advice if it considers this necessary.

Duties

The specific duties of the group shall be:

1. To review the Federation's financial statements to ensure that they reflect best practice;
2. To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor has the fullest co-operation of staff;
3. To consider all relevant reports by the appointed external auditor, including reports on the Federation's accounts, achievement of value for money and the response to any management letters, as part of recommending to the Board the approval of the Federation Annual Report and Financial Statements;
4. To review the effectiveness of the Federation's internal control system established to ensure that the aims of the organisation are achieved, and resources are utilised, in the most economic, effective and efficient manner;
5. To commission an internal audit service and to ensure that this meets the standards specified in the UK Public Sector Internal Audit Standards (PSIAS), and meets agreed levels of service;
6. To consider and advise the Board on the Federation's annual and medium-term audit programme;
7. To consider internal audit reports and the arrangements for their implementation;
8. To review the Federation Risk Register and ensure appropriate action plans are in place in line with the CLF Risk Management Strategy and other relevant policies;
9. To provide appropriate scrutiny of financial transactions as set out in the Financial Regulations and Scheme of Delegation; to receive and consider the Finance Director's report on exceptions to the Financial Regulations, the Fraud Register, Gifts and Hospitality Register, Register of Interests;
10. To consider any other matters where requested to do so by the Board;
11. To report at least once a year to the Board on the discharge of the above duties;
12. To conduct annual assessments of the quality and effectiveness of the external and internal audit provision to direct service improvement.

Education Scrutiny Committee

Constitution

The Board hereby resolves to establish a sub-committee of the Board called the Education Scrutiny Committee. The Committee will, via a suite of meetings across the academic calendar, undertake to scrutinise the performance of:

- a) The academies and educational provisions of the CLF
- b) The Education Executive Team of the CLF

Membership and Administration

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| Membership: | Up to 8 Board appointed members, the majority of whom must be Directors of the Board. The Committee will include at least 1 member with relevant external expertise required to carry out its functions. All members sit on the Education Executive Scrutiny panel. The Academy Scrutiny Panel is split into clusters with defined membership for each. |
| In Attendance: | CEO Executive Director of Education Executive Principals x 3 Director of the CLF Institute for Executive Scrutiny meetings Plus: Senior Principals where appropriate The Principal and Chair of Academy Council of the academies under scrutiny. Other CLF Senior Leaders are welcome to attend as observers The Committee may invite other CLF or external colleagues to attend as observers as appropriate. |
| Terms of office: | Membership and attendance rights permitted in accordance with the post held. |
| Chair: | A board member excluding the Chair of the Board. |
| Clerk: | Clerk (or nominee) to the CLF Board |
| Quorum: | 3 members |
| Frequency of meetings: | Academy Scrutiny: at least 6 times per academic year. Executive Scrutiny: 3 times per year |
| Attendance: | Unless previously agreed with the chair, it is expected that all members of this committee will attend and participate in meetings on a regular basis. The Board may consider the removal of members of this committee for non-attendance over a period of 6 months. |
| Minutes: | To be circulated to members of the Education Scrutiny committee and Directors of the Board. |
| Review: | These terms of reference will be reviewed on an annual basis. |

Authority

The Education Scrutiny Committee is an advisory body with no executive powers. However, it is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to cooperate with the sub-committee in the conduct of its inquiries.

The Education Scrutiny Committee is established to consider the educational risks of the Federation and to provide scrutiny of individual academy progress and improvement plans on behalf of the Board.

Please refer to Appendix 1 for guidance on the operation of the sub-committee.

Duties

The specific duties of the group shall be:

1. Risk Register review and focus on specific academies on the basis of educational risk;
2. To monitor the progress of achievement and attainment;
3. Assessing and evaluating the role of the Executive Team in the academy improvement agenda;
4. Assessing and evaluating the quality and impact of educational leadership performance and development across the CLF;
5. Assessing and evaluating the strategies for supporting students vulnerable to under achievement within CLF academies;
6. Reviewing and challenging attendance, behaviour and exclusion data for academies;
7. Overseeing and assessing the impact of shared CLF provision such as Post-16 and Snowdon Village.
8. Understanding and challenging the self-evaluation judgements for each academy.

Appendix One – Guidance on the operation of the Education Scrutiny Committee

Academy Scrutiny

The Education Scrutiny Committee is organised on a cluster basis and will meet at least 4 times per year to consider the performance of individual academies and educational provisions. The role of the committee will be to investigate the performance of the academy and specifically the effectiveness of leadership and management, including the effectiveness of the governance provided by the Academy Council. The committee will record its findings and make specific recommendations against a range of indicators, focusing predominantly on the following areas:

- Data and analysis relating to pupil progress and achievement, both in terms of historical trends and specifically relating to current progress.
 - The degree to which an academy is cognisant of key trails and areas to improve
 - The measures it is taking to address these areas
 - Indications that the leadership of the academy is driving improvements in these areas
 - The impact of accountability structures and mechanisms (Academy Council, 1:1 meetings, etc)
- Issues that affect the CLF as a whole
 - How the academy is addressing improvement themes that have been identified as priorities across the trust
 - How the CLF as a whole is contributing to the improvement agenda in this academy
 - How the academy is contributing to the broader CLF improvement agenda
 - The impact of improvement priorities on Training, the work of the CLF Institute, etc
- How the CLF & individual schools are responding to the national agenda, (eg: Safeguarding / Prevent, the latest Ofsted framework, SEN Code of Practice, curriculum, assessment and accountability changes, etc.)

Organisation

A scrutiny calendar will be designed and communicated at the beginning of the academic year. This will outline the order in which academies will present to the committee; the order will be informed by the relative risk as determined by performance data and/or other performance indicators, such as reviews, inspections, stakeholder feedback, etc. Communicating the program at the start of the year will support diary and improvement planning timelines. However, the committee need to be able to change the academies involved in any scrutiny event in response to developments in the course of the year. Where a change to the published running order is deemed necessary, academies involved will

be given at least one week's notice to be able to update any documentation before submitting it to the committee.

Academy Scrutiny

During the meeting, the committee will bring challenge to the academy principal and the chair of council designed to test the steps that have been taken to improve the academy. There will be a deliberate focus on the manner in which the council holds the principal and other staff to account for overall performance and specifically with regard to the foci that have previously been identified by the scrutiny committee in the past.

Information submitted in advance

The committee will consider the following information in advance of the meeting. All paperwork should be received by the committee members at least a week in advance of the scrutiny meeting:

- The recommendations from reviews/meetings including: ARMs, ARVs, the previous Scrutiny Committee and external reviews eg: Ofsted
- Executive Director of Education's Report
- Academy Self-Evaluation (SEF)
- Academy Improvement Plan (AIP)
- An update with regard to pupils' current performance data
- The most recent Academy Council minutes and accompanying Academy Council Report since the previous scrutiny event
- Any recent Ofsted report (inspection carried out since the previous scrutiny event).

Follow up

The committee will record recommendations for future action or prioritisation to be undertaken by for:

- The Academy leadership
- The Academy Council
- The Executive Leadership Team

At subsequent scrutiny events, the committee will seek evidence of how previous recommendations have been addressed.

Education Executive Team Scrutiny

The Education Scrutiny Committee will meet at least twice per year to consider the performance of the Education Executive Leadership Team. The role of the committee will be to investigate the performance of the Executive in addressing the improvement priorities identified at Trust and individual academy level. The committee will record its findings and make specific recommendations against a range of indicators, focusing predominantly on the following areas:

- Data and analysis relating to pupil progress and achievement, both in terms of historical trends and specifically relating to current progress.

- The impact of the Education Executive Team, the CLF central team and by extension the CLF Institute on the pace and sustainability of academy improvement.
- Issues that affect the CLF as a whole
- How the CLF & individual schools are responding to the national agenda,

Organisation

The CLF governance calendar will identify the dates of the Executive Scrutiny events at the beginning of the year. If necessary, these events can be converted to Academy Scrutiny Committee events. In such cases, both the committee and the academies involved will be given at least one week's notice to be able to update any documentation before submitting it to the committee. During Executive Team scrutiny meetings, the committee will bring challenge to the CEO and the Education Executive Team designed to test the steps that have been taken to improve the performance of the Trust and its academies. The committee will also bring challenge to the CEO and the Education Executive to account for overall performance with regard to the foci that have previously been identified by the scrutiny committee in the past and for the information and evidence that is presented to and shared with the Board.

There will be a deliberate focus on recommendations and actions that have previously been identified by the scrutiny committee in the past.

Information submitted in advance

The committee will consider the following information in advance of the meeting. All paperwork should be received by the committee members at least a week in advance of the scrutiny meeting:

- Dashboards detailing pan-federation performance.
- The minutes of the previous Executive Scrutiny Committee meetings
- Reports from the Executive Director of Education and the Director of the CLF Institute
- CLF Improvement Plan
- Any relevant external reports

Follow up

The committee will record recommendations for future action to be undertaken by:

- The Education Executive Leadership Team
- The CLF Board
- The Academy Council

At subsequent scrutiny events, the committee will seek evidence of how the previous recommendations have been addressed.

Remuneration Committee

Constitution

The Board hereby resolves to establish a sub-committee of the Board to be known as the Remuneration Committee.

Membership and Administration

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|------------------------|---|
| Membership: | A minimum of two Directors of the Board. |
| In Attendance: | The CEO as Accounting Officer, the HR Director and the Finance Director. |
| Terms of office: | Membership and attendance rights permitted in accordance with the post held. |
| Chair: | A Board Director excluding the Chair of the Board. |
| Clerk: | Clerk (or nominee) to the CLF Board |
| Quorum: | 2 members (or their nominated substitutes) |
| Frequency of meetings: | Once (normally in term 1) and virtual meetings where required during the year. |
| Attendance: | Unless previously agreed with the chair, it is expected that all members of this committee will attend and participate in meetings on a regular basis. The Board may consider the removal of members of this committee for non-attendance over a period of 12 months. |
| Minutes: | To be circulated to members of the committee, and published on Teams. |
| Review: | These terms of reference will be reviewed on an annual basis |

Authority

The Remuneration Committee is a decision making body. The Remuneration Committee is responsible for taking decisions on the remuneration allowances and terms of service of all employees. It makes decision on matters of staff pay, validates the moderation of the pay and appraisal processes, and hears appeals relating to pay decisions under the CLF Pay Policy.

Duties

The specific duties of the group shall be:

1. To make decisions relating to pay awards and to review the processes by which objectives and pay decisions have been made (with the exception of spot salaries which are agreed by the board);
2. To receive a report on pay related matters that support the committee in carrying out its duties.
3. To consider any proposals around the changes of pay scales and TLR definition for recommendations to the Board;

4. To ensure that remuneration packages [including all benefits/salary sacrifice schemes] are such as to enable people of appropriate ability to be recruited, retained and motivated – within levels of affordability and in keeping with the guidance from the DfE and ESFA;
5. To ensure that any remuneration package is linked to a clear statement of responsibilities with rewards linked to performance management objectives;
6. To ensure that the Federation meets its responsibilities in terms of Equal Pay requirements and other legislation;
7. To consider any other pay matters where requested to do so by the Board;
8. Review the teacher's pension eligibility as appropriate.

People and Wellbeing Executive Group

Constitution

The People and Wellbeing Group is an executive working group, and is not a sub-committee of the Board.

Membership and Administration

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|------------------------|---|
| Membership: | Board Representation with expertise in HR Director of HR HR Projects Manager (or nominee) H & S Manager 2 Principals (1 x secondary / 1 x primary) |
| In Attendance: | Operations Manager / Chairs / HR Operations Manager / Deputy Director of Education /HR personnel and Occupational Health personnel will be invited for specific academy discussions as required. |
| Terms of office: | N/A |
| Chair: | The Board representative or their nominee. |
| Clerk: | Clerk to the Board (or their nominee) |
| Quorum: | 3 members [If the Director is not present they may give their written authority for the meeting to proceed] |
| Frequency of meetings: | At least 3 meetings per annum; more frequently if required. |
| Attendance: | Unless previously agreed with the chair, it is expected that all members of this group will attend and participate in meetings on a regular basis. The Board may consider the removal of members of this group for non-attendance over a period of 6 months, or attendance of less than 2/3 meetings within a year. |
| Minutes: | To be circulated to members of the committee, and published on Teams for the Executive team. |
| Review: | These terms of reference will be reviewed on an annual basis |

Authority

The People and Wellbeing Executive Group does not have any authority delegated to it from the Board, other than those authorities already delegated to the executive. It will review HR and Health and Safety matters, and any other issues which impact on our employees, and escalate any issues of significant risk to the CLF Board. It will also review progress against the annual HR and Health and Safety plans.

Duties

The specific duties of the group shall be:

1. To review the HR and H&S risks of the CLF within the CLF corporate risk register, to ensure that relevant mitigation plans are being implemented effectively, and to escalate matters to the Board as appropriate.

2. To review performance and progress against the delivery of the annual HR and H&S plans, and to ensure these plans are proactively developing staff wellbeing.
3. To review HR reports and KPIs, including casework summaries, and to escalate any issues of concern to the Board.
4. To ensure that there is adequate review and update of HR policies (including annual review of pay and performance policies) and procedures, and to make recommendations to the Board in relation to any reviews and the approval of changes to HR policies.
5. To ensure that CLF is compliant in the provision of statutory training, and that other training plans are implemented effectively.
6. To consider restructure proposals for recommendations to the Board if required.
7. To keep under review H&S issues reported through the CLF reporting mechanisms, to monitor areas of concern and escalate as appropriate.
8. To discuss and resolve or escalate any other issues relating to people and wellbeing.

Projects, Premises and ICT Executive Group

Constitution

The Projects, Premises and ICT Group is an executive working group, and is not a sub-committee of the Board.

Membership and Administration

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|------------------------|---|
| Membership: | Board Representation with relevant expertise Director of Corporate Services Head of ICT Deputy Head of ICT Head of Projects and Estates Facilities Manager |
| In Attendance: | Academy Building Services representatives / Principals / Chairs / External Buildings Advisors / Corporate Services Team Members will be invited for specific academy discussions as required. |
| Terms of office: | N/A |
| Chair: | The Board representative or their nominee. |
| Clerk: | Clerk to the Board (or their nominee) |
| Quorum: | 3 members [If the Director is not present they may give their written authority for the meeting to proceed] |
| Frequency of meetings: | At least 3 meetings per annum |
| Attendance: | Unless previously agreed with the chair, it is expected that all members of this group will attend and participate in meetings on a regular basis. |
| Minutes: | To be circulated to members of the committee, and published on Teams for the CLF Board and CLF Executive team. |
| Review: | These terms of reference will be reviewed on an annual basis |

Authority

The Projects, Premises and ICT Executive Group does not have any authority delegated to it from the Board, other than those authorities already delegated to the executive. It will review progress against CLF plans in these areas, assess new projects, and review the work of PSGs to make recommendations to the Board.

Duties

The specific duties of the group shall be:

1. To carry out risk reviews of these areas of responsibility and update the Board risk register accordingly.
2. To review progress against CLF plans for ICT development.
3. To review progress against CLF premises development and maintenance plans.

4. To assess the viability of new capital works, in terms of finance and capacity to deliver, and to recommend any governance structures (e.g. PSG) and other special advice or arrangements needed to manage the project.
5. To ensure that proper procurement processes are followed in respect of buildings and ICT investment.
6. To review PSG activity and minutes and escalate any matters of relevance to the Board.
7. To review detailed proposals around ICT, premises development, and other major projects in order to make recommendations to the Board around Board decisions.
8. To review external capital funding bids to ensure that they are technically robust.
9. To consider any other issues around premises, ICT, and other projects where specialist input and advice would add value to CLF.
10. To conduct post project reviews to assess delivery of the intended outcomes of individual projects as documented in the business case.

Finance Executive Group

Constitution

The Finance Group is an executive working group, and is not a sub-committee of the Board.

Membership and Administration

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| Membership: | Board Representation with expertise in finance (Chair) Chief Executive Officer (as Accounting Officer) Finance Director (as Chief Finance Officer) Financial Controller Senior Finance Manager |
| In Attendance: | Academy Principals / Chairs /Finance Managers will be invited for specific academy discussions. Other external advisors as required. |
| Terms of office: | N/A |
| Chair: | The Board representative or their nominee. |
| Clerk: | Clerk to the Board (or their nominee) |
| Quorum: | 3 members [If the Board Representation is not present they may give their written authority for the meeting to proceed] |
| Frequency of meetings: | 3 meetings per annum |
| Attendance: | Unless previously agreed with the Chair, it is expected that all members of this group will attend and participate in meetings on a regular basis. The Board may consider the removal of members of this group for non-attendance over a period of 6 months, or attendance of less than 2/3 meetings within a year. |
| Minutes: | To be circulated to members of the committee, and published on Teams for the Executive team. |
| Review: | These terms of reference will be reviewed on an annual basis |

Authority

The Finance Executive Group does not have any authority delegated to it from the Board, other than those authorities already delegated to the Executives. It will review the financial position and outlook of CLF and the academies and escalate any issues of significant risk to the CLF Board

Duties

The specific duties of the group shall be:

1. To review the financial risks of the CLF, to ensure that relevant mitigation plans are being implemented effectively; and to review the financial risks contained in the CLF corporate risk register, escalating matters to the Board where appropriate.
2. To review management accounts and financial forecasts and to ensure that short-term interventions or longer-term savings or development plans are developed where necessary.

3. To consider CLF's funding and draft budgets, drawing any issues of significance to the attention of the Board.
4. To review capital expenditure (in conjunction with recommendations of the Projects, Premises and ICT Executive Group) and use of reserves plans, and monitor expenditure against agreed plans.
5. To review the detail of the annual financial statements in conjunction with the delegated duties of the Audit Committee.
6. To discuss any changes of the related financial policy (e.g. treasury management reserves policy etc.) in order to be able to make relevant recommendations to the Board.
7. To monitor cash-flow and CLF's investments, making appropriate recommendations to the Board for changes to investment arrangements.
8. To discuss and resolve or escalate any other issues of a financial nature.

Chairs of Academy Council (COAC)

Constitution

The Trust’s Articles of Association define the constitution of a sub-committee of the Board to be known as the Chairs of Academy Council (COAC).

Membership and Administration

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| Membership: | <p>One CLF Board Director who will act as Chair Academy Council Chairs (or their nominee)</p> <p>Members are required to make known if they or a person with whom they have a close connection (e.g. spouse/partner or child) has a personal interest (be it financial or otherwise) in a matter before the Group.</p> |
| In Attendance: | <p>Chair or Vice Chair CLF Board CEO Executive Director of Education / EP Representatives Director of Corporate Services</p> <p>The Committee may invite other CLF or external colleagues to attend as appropriate.</p> |
| Terms of office: | <p>Membership and attendance rights permitted in accordance with the post held.</p> |
| Chair: | <p>A Director appointed by the CLF Board.</p> |
| Clerk: | <p>Clerk (or nominee) to the CLF Board</p> |
| Quorum: | <p>6 members</p> |
| Frequency of meetings: | <p>At least four times per year</p> |
| Attendance: | <p>Members of this committee will attend and participate in meetings on a regular basis. Where a member cannot attend they should seek to identify a suitable delegate from their Academy Council to attend in their place.</p> |
| Minutes: | <p>To be circulated to members and attendees of the committee and placed on Teams</p> |
| Review: | <p>These terms of reference will be reviewed on an annual basis</p> |

Authority

The COAC is a formal sub-committee of the CLF Board, authorised to conduct business within its terms of reference. It should draw upon the expertise, professional governance work, diagnosis and analysis undertaken by the CLF Executive Team to support it in executing its role. It may also seek any information it requires from Executive and Central Team staff, who are requested to co-operate with the Committee in the conduct of its work. Requests to be channeled through the Chair.

Role

- Ensure Academy Councils are kept up to date on CLF developments and expectations on the core business of Academy Councils in driving academy improvement (*ie: AIP templates, target setting, scrutiny*)
- A key function of the COAC is to provide a two way line of communication from Academy Councillors through Academy Council Chairs to the CLF Board.
- Review the progress of CLF trails and contribute to discussions on pan-federation strategic development

Responsibilities

The specific duties of the group shall be:

1. To engage in training or coaching that will support the performance of Academy Councils and to promote and support the sharing of good practice.
2. To consider actions delegated from the CLF Board and make appropriate decisions or recommendations.
3. To prioritise items to be escalated for action by the CLF Board or other CLF committees.
4. To act in accordance with the CLF Delegated Authority Framework
5. To review reports relating to the business of the CLF Board/Executive Team and ensure dissemination to the Academy Councils.
6. To review membership of Academy Councils, identify vacancies and highlight membership related matters to the CLF Board. To approve appointments of new board appointed Academy Councillors (other than chair) and the removal of Academy Councillors and report to the CLF

Board. To make recommendations for new Chairs of Academy Councils to the Board where appropriate.

7. To review the Academy Councillor training and mentoring programmes.
8. Set up working groups and support networks as and when required.
9. To review and approve relevant CLF policies as defined in the Scheme of Delegation.
10. Review feedback from relevant external scrutiny (including OFSTED, RSC and ESFA) relating to Academy Council business and other relevant governance matters.
11. To collate, review and identify themes from the annual Academy staff, student and parent surveys
12. To report at least once a year to the CLF Board on the discharge of the committees duties
13. To carry out any other duties as may be required by the CLF Board.

CLF Academy Councils

Constitution

The Trust's Articles of Association provide for each Academy of the Cabot Learning Federation (CLF), to provide local governance arrangements on behalf of the Board.

Membership and Administration

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| Membership: | Up to five Board-appointed councillors, including the Chair; an Executive Principal/Senior Principal; two parent councillors; LA nominated councillor/Community Representative; teacher councillor; support staff councillor; student advocate; Academy Principal. In exceptional circumstances, the Academy Council may appoint up to 2 additional Sponsor Councillors to ensure the right skills and capacity of the Council. All Councillors are required to complete a written declaration to confirm they are not disqualified from serving as an Academy Councillor. |
| Elected councillors: | Self-nomination is offered to parents or carers and staff councillors. Should more nominations than positions be received, the Academy should hold an election process. |
| Terms of office: | 4 years; or length of employment in the case of Principal and Executive Principal / Senior Principal |
| In attendance: | Members of the Academy leadership team as required, members of the Executive Team as required. |
| Chair: | The Chair is appointed by the CLF Board. |
| Clerk: | The Director of Corporate Services will appoint a clerk on behalf of the Academy Council. |
| Quorum: | 5 members |
| Attendance: | Unless previously agreed with the chair, it is expected that all Councillors will attend and participate in meetings on a regular basis. The Chairs of Academy Council may consider the removal of Councillors for non-attendance over a period of 6 months, or attendance of less than 4/6 meetings within a year. |
| Frequency of meetings: | At least five times per year plus the strategic meeting at the start of the year. |
| Minutes: | Available to COAC and to the Board on request; published on academy website and on Teams |

Authority

The Academy Council is a formal sub-committee of the CLF Board and has a range of powers delegated to it under the CLF Scheme of Delegation. It should at all times seek to ensure that, in its pursuit of outstanding governance, it is acting in a way that is consistent with the Core Purpose (HEART), Mission, Strategic Plan, policies and protocols of the CLF.

Role

Academy Councils are expected to draw upon the professional governance work, diagnosis and analysis undertaken by the CLF Executive Team when assessing the progress of their academy. It

Terms of Reference

should not seek to duplicate governance taking place elsewhere, but should focus on driving up standards and outcomes in the academy, holding leaders to account for the quality and effectiveness of the academy experience of the students under their care.

To that end Academy Councillors should:

- seek to ensure that the Principal has created a culture that enables pupils and staff to excel. In line with the Core Purpose of the CLF (HEART), the academy should be committed unwaveringly to setting high expectations for the performance and conduct of pupils and staff. Relationships between staff and pupils should be exemplary.
- focus on the degree to which the Principal and their team are uncompromising in their ambition, consistently improving outcomes for all pupils, but especially for disadvantaged pupils.
- systematically challenge senior leaders so that the effective deployment of staff and resources, including the pupil premium (as detailed on page 3 of this document), the primary PE and sport premium, Year 7 literacy and numeracy catch-up premium and special educational needs funding, secures excellent outcomes for pupils. Academy Councillors should not shy away from challenging leaders about variations in outcomes for pupil groups and between disadvantaged and other pupils nationally.
- seek to maintain a deep, accurate understanding of the academy's effectiveness informed by the views of pupils, parents and staff. They use this to keep the academy improving by focusing on the impact of their actions in key areas.
- challenge senior leaders to ensure that teaching is highly effective across the academy and that the curriculum is broad and balanced and inspires pupils to learn. This should include pupils' spiritual, moral, social and cultural development and, within this, the promotion of fundamental British values.
- challenge senior leaders to ensure that safeguarding is effective and that the work to protect pupils from radicalisation and extremism is exemplary.
- both support and challenge the Principal and academy leadership to secure the improvements set out in the Academy Improvement Plan (AIP)
- seek any information it requires from the academy, via the Principal or Vice Principal, who are requested to cooperate with the Council in the conduct of its work.

Responsibilities

The specific duties of the Committee shall be:

1. To monitor the implementation and impact of the Academy Improvement Plan, reporting any significant exceptions to the Executive Principal.
2. To engage in relevant training and coaching that will support highly effective governance.

3. To monitor progress towards local academy targets including but not limited to student attainment, including narrowing educational gaps, progress, attendance, behaviour, and wellbeing, and to hold Principals to account for achieving these.
4. To monitor the Academy's risk register, via the Chair of the AC, ensuring that risks and responses are appropriately identified, and that mitigation measures are appropriate in addressing risks, escalating significant risks to the Board as appropriate.
5. To undertake monitoring of the improvement work of the academy with the Senior Leadership Team as part of the academy self-evaluation processes.
6. To monitor any improvement plans recommended in Ofsted inspection and DfE reports
7. To ensure that academy policies and procedures are in place in line with the CLF guidance.
8. To review reports on behaviour and exclusions and review the effectiveness of provision to support pupils vulnerable to exclusion.
9. To have oversight of the Academy's annual staffing plans to ensure that the staffing structure can effectively support the Academy's priorities
10. To receive high-level reports from the Finance Manager on the Academy's financial plans to ensure that resources are being directed appropriately, to monitor the Academy's overall financial position and, remain alert to the need for central finance team to take remedial action where necessary
11. To be engaged in Academy recruitment processes, in particular for senior Academy leaders and Principal appointments.
12. Chair of AC to feed into the appraisals of Academy Principals.
13. To ensure good employment practice and promote positive staff relations. This includes the swift resolution of staffing issues and membership of HR panels convened to hear employment cases. Councillors should ensure that they operate according to CLF guidelines and in line with CLF HR guidance at all times.
14. To ensure that the Health and Safety and Safeguarding Policies are correctly implemented and to secure the health, safety and wellbeing of staff and students. Receives assurance that the Principal ensures statutory training requirements are met.
15. To approve and periodically review the Academy's critical incident plans and procedures to ensure that they remain effective.
16. To ensure that the Academy has adequate arrangements in place for reporting accidents.
17. To review and act on the reports of the Academy's health and safety committee and Designated Safeguarding Officer.
18. To carry out any other duties as may be occasionally required by the Board or Chairs of Academy Council sub-committee.

Use of the pupil premium

Academy Councillors must monitor and hold the Principal to account in relation to:

- the level of pupil premium funding received by the academy in the current academic year and levels of funding received in previous academic years;
- how the academy proposes to spend the pupil premium, the rationale for this spending and its intended impact;
- the impact made to the learning and progress of disadvantaged pupils as shown by outcomes data, internal and external reviews and inspection evidence.