



Terms of Reference for the Members, Trust Board and its Committees

As a charity and company limited by guarantee, the Corvus Learning Trust (the **Trust**) is governed by a board of trustees (the **Board**). The Board is the Trust's accountable body and has overall responsibility, with ultimate decision-making authority for all the work of the Trust, including the establishing and running of the Academies.

This document defines the roles of, the terms of reference for and the scheme of delegation for the Members, the Board and its committees (collectively referred to here as the **Terms of Reference**).

The Board will review these Terms of Reference together with the membership of the committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, delegations, duties and proceedings of committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

Related Documents:

Articles of Association of The Corvus Multi Academy Trust
Academies Financial Handbook 2017
Register of Business and Pecuniary Interests (*Corvus Learning Trust*)

Date last approved by the Board: 6th March 2018

Date for next review: January 2019

1. Structure

1.1 The Members of the Trust are akin to the shareholders of a company (except that they do not receive dividends). They have ultimate control over the Trust. They have a number of statutory rights and also rights set out in the Trust's Articles of Association (the **Articles**). The Members are aware of, and accept, the Nolan Committee's Seven Principles of Public Life as documented in Appendix 4.

1.1.1 The statutory rights of the Members are:

- The right to remove Trustees
- The right to amend the Articles
- The right to receive annual accounts
- The right to appoint the auditors

1.1.2 The rights of the Members under the Articles are:

- The appointment of Trustees
- The appointment and removal of Members

1.2 The Board has overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the Academies. The Academies that currently comprise the Trust are identified in Appendix 1. The schools which comprise the Trust (**Schools**) all have academy status and within the body of this document the term "School" will be used in preference to "Academy", in order to align with the desire to retain the existing identities of the schools.

1.3 The Board fulfils its responsibilities through strategic planning and by the setting of policy and standards, as well as taking responsibility for the oversight and management of risk. It will put the wellbeing and highest quality education of children first. It will support, monitor and challenge the central team, understanding the challenges and pressures on schools and helping leaders navigate these issues with sensitivity, optimism and ambition. The Board has the authority to direct change where required. It will act with fairness, integrity and honesty in all its dealings with the Schools.

1.4 It is the Board's intention to support each of the Schools in the preservation and development of their individual identities and ethos.

1.5 In order to support the effective operation of the Trust and the Schools, the Board has established a number of committees (**Committees**) to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees that the Board has established.

1.6 The Board has established two types of committee:

- 1.6.1 main Board committees which are established to deal with Trust-wide matters such as finance, audit, pay and performance management (**Board Committees**);

and
 - 1.6.2 local governing bodies which are established by the Board to support the effective operation of the Schools (**LGBs**).
- 1.7 The meetings of the Board itself will focus on:
- 1.7.1 setting the values, aims and objectives of the Trust;
 - 1.7.2 strategic planning;
 - 1.7.3 reviewing overall progress against the strategic plan and its objectives (particularly in respect of growth and sustainability, facility development, organisation and leadership, and education outcomes), taking action where appropriate;
 - 1.7.4 reviewing overall performance of the Trust and individual Schools (particularly in respect of educational outcomes, student welfare, staff development and financial performance terms), taking action where appropriate;
 - 1.7.5 the setting of policy and standards;
 - 1.7.6 the oversight and management of risk; and
 - 1.7.7 addressing issues raised to its attention by any of its committees, in particular where decisions or priority setting is required.
- 1.8 The Board will be responsible for the selection, appointment and performance review of the Chief Executive Officer (the **CEO**).
- 1.9 The day to day management and responsibility for the running of the Schools in the Trust is delegated by the Board to the CEO, who will also serve as the Accounting Officer for the Trust. The CEO in turn will delegate management responsibilities to School headteachers (the **Headteachers**). The Headteachers will be supported by local leadership teams in each of the Schools. The CEO will be supported by a central management team, including a Chief Business and Finance Officer (the **CBFO**).
- 1.10 The overall structure of the Board and its Committees, together with the reporting arrangements for the Headteachers, is shown in Appendix 2.

2 Committees

- 2.1 The Board has resolved to establish the following Board Committees:
- 2.1.1 Education and Outcomes
 - 2.1.2 Business and Assets
 - 2.1.3 Audit and Risk

- 2.2 The functions and delegated authorities of the Board Committees are defined in Appendix 3.
- 2.3 The Board has resolved to establish LGBs for its Schools, each as a separate committee of the Board. An LGB may act in respect of one or more Schools. The current list of LGBs and the Schools in respect of which they operate is set out in Appendix 1. The functions and delegated authorities of the LGBs are defined in Appendix 3.

3 Membership – Board Committees

- 3.1 The Board has the authority to appoint and remove all Board Committee members.
- 3.2 The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions. In accordance with best practice, the Board will carry out regular reviews of the skills and experience available to each Board Committee and will seek to develop additional capability and skills where required.
- 3.3 Each Board Committee shall have a minimum of three members who are trustees of the Trust (**Trustees**). A majority of Board Committee members must be Trustees.
- 3.4 The chair of each committee (**Chair**) shall be able to recommend to the members of the committee and the Chair of the Board that up to two non-voting associate members be appointed to join the committee. The term of appointment of an associate member shall be for a period of up to one year, but the appointment may be renewed.
- 3.5 The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 5.
- 3.6 Any Trustee is entitled to attend any meeting of a Board Committee.

4 Membership – LGBs

- 4.1 Each LGB operating in respect of one School shall have a minimum of five members.
- 4.2 Each LGB operating in respect of two or more Schools shall have a minimum of seven members.
- 4.3 The membership of each LGB (each a **LGB Member**) shall include:
- at least two parent members (as per the Articles);
 - at least one staff member;
 - at least one co-opted member; co-opted members shall be appointed on the basis of the skills, capabilities and experience that they bring;

- the Headteacher of the School.

A Trustee may be an LGB Member.

4.4 The LGB shall:

- 4.4.1 make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Member(s), including any question of whether a person is a parent of a registered pupil at a School. Any election of a parent member which is contested shall be held by secret ballot;
 - 4.4.2 make all necessary arrangements for, and determine all matters relating to, the election of staff LGB Member(s);
 - 4.4.3 make all necessary arrangements for the appointment of co-opted LGB Member(s).
- 4.5 The term of office for any LGB Member shall be four years, save that this time limit shall not apply to the Headteachers. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).
- 4.6 The Chair of an LGB shall be able to recommend to the members of the LGB that up to two non-voting associate members be appointed to join the LGB. The LGB may, at its discretion and subject to any additional conditions that it may decide, delegate to the Chair of any sub-committee of the LGB the ability to appoint up to two non-voting associate members. The term of appointment of an associate member shall be for a period of up to one year, but the appointment may be renewed.

5 Chairs of Committees

- 5.1 The members of each Board Committee shall, at its first meeting of each academic year, elect a member who is also a Trustee to act as Chair. The committee may also elect a vice-chair or may elect a temporary replacement from among the members present at any meeting where the Chair is absent.
- 5.2 The members of each LGB shall annually appoint a LGB Member who is not an employee of the Trust to act as chair of the LGB, the appointment to be ratified by the Trust Board. The LGB Members may also elect a vice-chair or may elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

6 Chairs Group

- 6.1 The Chair of the Board of Trustees will meet the Chairs of the LGBs for the purposes of:
- Exchanging information

- Maintaining alignment of priorities, values and direction
- Sharing views on strategic matters of mutual interest
- Identifying opportunities for improvement and growth

6.2 Meetings of the Chairs Group will be held termly and arranged by the Chair of the Board of Trustees.

7 Authority, remit and responsibilities of the Committees

7.1 Each Committee shall be responsible for the matters as set out in Appendix 3.

7.2 Each Committee is authorised by the Board to:

7.2.1 carry on any activity authorised by these Terms of Reference; and

7.2.2 seek any appropriate information that it properly requires to carry out its role.

8 Meetings

8.1 The Board and its Committees (i.e. the Board Committees and the LGBs) will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

8.2 Any Committee member can request that the Chair convenes a meeting of the Committee by giving reason and reasonable notice.

8.3 An agenda agreed by the Chair and papers in support of the agenda will be sent to all attendees at least one week before the date of the meeting.

8.4 The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members. No vote on any matter shall be taken at a meeting of a Board Committee unless the majority of members of the Board Committee present are Trustees. Each Committee member present in person shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote.

8.5 The CEO shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.

8.6 The quorum for the transaction of the business of LGB shall be a majority of the LGB members. No vote on any matter shall be taken at a meeting of a LGB unless the majority of the members present are LGB members. Each LGB member present in person shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote.

- 8.7 The Chair of each LGB shall ensure that a clerk is provided to take minutes at meetings of the LGB.
- 8.8 A register of attendance shall be kept for each Committee's meetings and published annually.
- 8.9 Committees may invite one-off attendance at meetings from persons who are not Committee members or Board members to assist or advise on a particular matter or range of issues. Such persons may speak at the invitation of the Chair but shall not be entitled to vote.
- 8.10 By agreement of the Chair, and on an exceptional basis, the proceedings of a Committee may be conducted via telephone, video or other appropriate means.
- 8.11 Should confidential matters be discussed at a meeting of a Committee, these shall be noted in the Confidential Part 2 of the minutes. The Chair will decide whether a matter is to be considered confidential. The following is a non-exhaustive list of matters that will generally regarded to be confidential:
- those concerning specific members of staff or pupils;
 - courses of action that might lead to redundancies, disciplinary action or dismissal;
 - consideration of legal advice, of estimates or tenders for work or supplies or valuations;
 - proposals to suspend or remove a member of a Committee;
 - formal complaints – depending on the nature of the complaint;
 - matters regarded and identified by the Board as being confidential.
- 8.12 Within 10 working days of each meeting, each Committee will produce minutes of its meetings. The minutes of each meeting will be agreed by the Chair prior to issue and shall provide, as a minimum, the following:
- Summary of topics discussed
 - Identification of any reports or papers discussed
 - Record of any decisions made
 - Record of actions placed (including actionees and timescales)
 - Matters raised to the attention of the Board for information
 - Matters raised to the attention of the Board for further discussion
- 8.13 The minutes shall be provided to the members of the Committee within 15 working days of each Committee meeting. The Chair of the Board will arrange for the distribution of copies of the minutes of meetings of the Board (excluding any Confidential Part 2 minutes) to the Chairs of the LGBs.

- 8.14 The minutes shall be agreed and approved at the subsequent meeting of the Committee.
- 8.15 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.
- 8.16 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

9 Conduct of Committee Members

- 9.1 All Trust Board members and Board Committee members shall observe at all times the provisions of the Trust's Code of Conduct, see Appendix 4.
- 9.2 Each Local Governing Body will adopt a Code of Conduct for their School that as a minimum incorporates the provisions of The Trust's Code of Conduct, in so far as these are applicable in their existing form or in a form modified for the School rather than for the Trust.

10 Committee Members' Interests

- 10.1 The Trust will maintain and publish as required a register of the business and pecuniary interests of Members, Trustees, local governors and senior employees. The form of the register is described in the Trust's document entitled, "Register of Business and Pecuniary Interests".
- 10.2 Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- 10.3 Each Committee member, if present at a Committee meeting, must disclose their interest, withdraw from the meeting and not vote on a matter if:
- 10.3.1 there may be a conflict between their interests and the interests of any of the Schools or the Trust;
 - 10.3.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
 - 10.3.3 they have a personal interest in a matter (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter).

11 Disqualification & Removal of Committee Members

- 11.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
- 11.1.1 is or becomes disqualified from holding office under the Trust's Articles of Association;
 - 11.1.2 is or becomes disqualified from holding office as a governor of a school or academy;
 - 11.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
 - 11.1.4 is barred from any regulated activity relating to children;
 - 11.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - 11.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
 - 11.1.7 has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
 - 11.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
 - 11.1.9 commits a serious breach of the Trust's Code of Conduct or any standing order or protocol implemented by the Board;
 - 11.1.10 resigns his/her office by notice in writing to the relevant Chair;
 - 11.1.11 in the case of a Headteacher, they cease to be the Headteacher;
 - 11.1.12 in the case of a LGB Member, their term of office expires and they are not re-appointed.

Appendix 1

Schools and Local Governing Bodies of the Trust

1. The Schools in the Trust are:

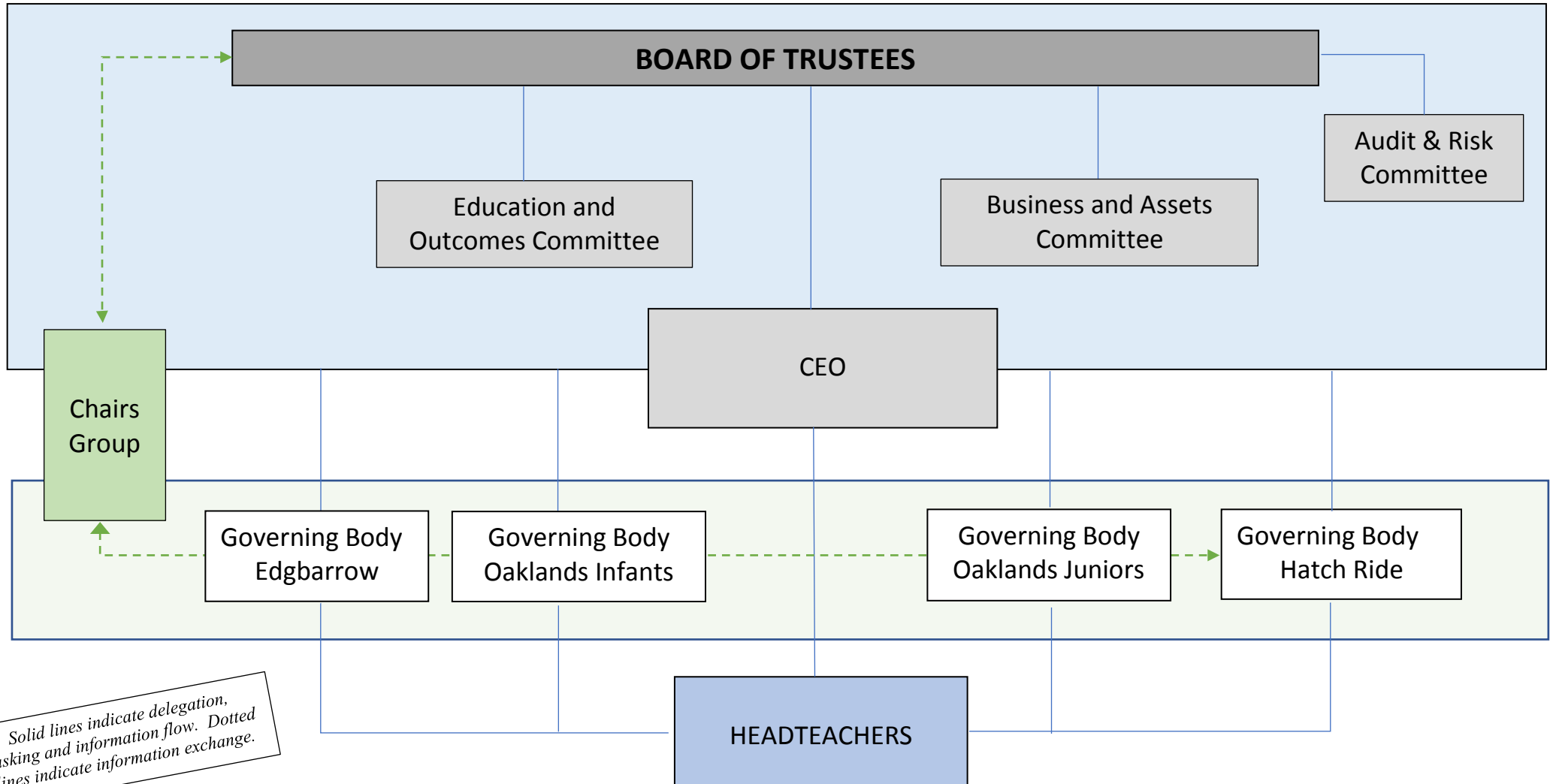
Edgbarrow School
Oaklands Infant School
Oaklands Junior School
Hatch Ride School

2. A separate LGB operates in respect of each of the following Schools or groups of Schools in the Trust:

Edgbarrow School
Oaklands Infant School
Oaklands Junior School
Hatch Ride School

Appendix 2 – Overall Trust Structure

MEMBERS



Appendix 3

Powers & Functions Delegated

1 Introduction

This appendix identifies the scope and defines the functions and delegated authorities of the Committees established by the Board in section 2 of these Terms of Reference. Each Committee will prepare, and have ratified by the Board, terms of reference which include a description of how it will manage the scope, functions and delegated authorities described in this appendix.

2 Education and Outcomes Committee

- Staffing
- Central Management Team appointments and development
- In-year performance (including SLAs/targets)
- Pay
- Outcomes (targets, predictions, outcomes)
- Teaching and learning
- Professional development and training
- Trips and visits
- School improvement plans

3 Business & Assets Committee

- Trust budget (setting, monitoring, forecasting)
- Policies
- Growth and grants
- Premises and H&S
- Risk management and insurance
- Services (including SLAs), contracts and procurement
- IT
- Internal Audit

4 Audit and Risk Committee

Until such time as the Trust's annual income exceeds the limit set in the Academies Financial Handbook (currently £50m), the Audit and Risk Committee will focus on

external audit and risk oversight. This is a consciously pragmatic arrangement that recognises the current status of the Trust. It provides more than the minimum requirement for independent oversight and eases the necessary transition that the intended growth of the Trust will demand. As the Trust grows, other functions will necessarily migrate from the Business and Assets Committee to the Audit and Risk Committee.

The current functions of the committee are:

- To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- To oversee the process for selecting the external auditor and make recommendations through the Board to the Members regarding the appointment/re-appointment of the external auditor.
- To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- To recommend the audit fees to the Board and pre-approve any fees in excess of £1,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- To make appropriate recommendations through the Board to the Members to consider at any general meeting where the accounts are laid before Members.
- To review the performance of the external auditor on an annual basis.
- To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.
- To maintain, and provide to the Board as required, an overview of the risks to internal financial controls within the Trust (including the controls within the Schools) and other significant risks facing the Trust, to ensure that these risks are being managed and to ensure that the position is appropriately reflected in the governance statement that accompanies the Trust's annual accounts.

5 Local Governing Bodies

- Ensuring that the vision, ethos and strategic direction of the School are clearly defined
- Ensuring that the Headteacher performs his or her responsibilities for the educational performance of the School
- Ensuring the sound, proper and effective use of the School’s financial resources

6 Levels of Financial Delegation

The delegated financial authorities are defined in the table below. The internal control arrangements will ensure that the Trust operates in accordance with these levels of authority.

Scope of Delegation	Trust Board Chair	E&O Ctte Chair	B&A Ctte Chair	LGB Chair	CEO	CBFO	Head	SBM
							<i>As set by the LGB within LGB levels</i>	<i>As set by the LGB within LGB levels</i>
<i>To be completed</i>								

7 Scheme of Delegation

The tables below detail the functions, responsibilities and authorities delegated to each of the Committees, the CEO and the Headteachers. The following notes apply to these tables:

1. The ✓ symbol in the tables indicates who has the responsibility and authority to take action on the relevant topic; where more than one action area is involved (e.g. report and review), a clarifying note is added to indicate who is responsible for what.
2. “Advise” indicates that, wherever possible, this committee/individual should be consulted on the topic before any decision is made.
3. The initial appointment of the Members and Trustees is covered in the Articles of Association, which were agreed as part of the establishment of the Trust.
4. The CEO column covers the CEO’s specific functional responsibility, rather than when he/she is acting as a Trustee.
5. The Trust Board reserves the right to intervene in the appointment and removal of LGB Members in the event that a School’s performance deteriorates and consistently falls below “Good” and remains there despite the provision of additional help and support from the Trust.

Area	Function	Members	Trust Board	Education & Outcomes Committee	Business & Assets Committee	LGB	CEO <i>(Note 3)</i>	Head
Governance Team	Members: appoint/remove <i>(Note 3)</i>	✓	Advise			Advise		
	Role descriptions for Members: agree	✓	Advise			Advise		
	Trustees: appoint/remove	✓	Advise			Advise		
	Terms of Reference for Trustees/Chair/ specific roles/Committees: agree		✓			Advise		
	Board chair: appoint and remove		✓					
	Board Committee members: appoint and remove		✓					
	Board Committee chairs: appoint and remove			✓	✓			
	LGB members: appoint, remove and manage elections <i>(Note 5)</i>					✓		
	LGB chairs: appoint and remove		✓			✓		Advise
	Clerk to Trustees: appoint and remove						✓	
	Clerk to LGB: appoint and remove					✓		Advise

Area	Function	Members	Trust Board	Education & Outcomes Committee	Business & Assets Committee	LGB	CEO	Head
Governance Structure	Articles of Association: review and agree	✓	Advise			Advise		
	Governance structure (committees) for the Trust: establish and review annually		✓			Advise		
	Terms of reference for Board Committees and scheme of delegation of LGB: establish and review annually		✓			Advise	Advise	Advise
	Training programme for Trustees and LGB members: develop and oversee delivery	✓ Oversee		✓ Develop		✓ Oversee		
	Skills audit: complete and recruit to fill identified gaps		✓			✓	Advise	Advise
	Self-review of Trust Board and committees: complete annually		✓					
	Self-review of LGB: complete annually					✓		
	LGB Chair's performance: carry out 360° review periodically		✓			✓		
	Trustee / LGB member contribution: review annually		✓			✓		
	Succession: plan and review annually		✓			✓	Advise	Advise
	Annual schedule of business for Trust Board and Board Committees: establish and agree		✓	✓	✓	Advise	Advise	
Annual schedule of business for LGB: establish and agree					✓	Advise	Advise	

Area	Function	Members	Trust Board	Education & Outcomes Committee	Business & Assets Committee	LGB	CEO	Head
Strategic Leadership	Engage with stakeholders	✓	✓	✓	✓	✓	✓	✓
	Trust's vision and strategy, identifying key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine and approve		✓	Advise	Advise	Advise	Advise	Advise
	Trust-wide policies which reflect the Trust's ethos and values, including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: determine and approve		✓	✓	✓	Advise	Advise	Advise
	Central spend / top slice: agree		✓	Advise	Advise	Advise	Advise	Advise
	Budget plan to support delivery of Trust key priorities: agree		Advise			✓	✓	✓
	Management of risk: establish register, review and monitor		✓	Advise	Advise	✓	Advise	Advise
	Trust's staffing structure: agree		✓	Advise	Advise		Advise	
	Chief Executive Officer: appoint and dismiss	Advise	✓			Advise		Advise
	School's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine and approve		✓			✓	Advise	✓
	School-level policies which reflect the school's ethos and values, including admissions; SEND; safeguarding and child protection; curriculum; behaviour: determine and approve		✓			✓	Advise	Advise
	School's staffing structure: agree					✓	Advise	✓
	Headteacher: appoint and dismiss			Advise		✓	✓	

Area	Function	Members	Trust Board	Education & Outcomes Committee	Business & Assets Committee	LGB	CEO	Head	
Reporting	Reporting arrangements for progress on key Trust priorities: agree		✓	Advise	Advise		Advise		
	Reporting arrangements for progress on key School priorities: agree					✓	Advise	Advise	
	Report to Trust Board on curriculum and education outcomes: deliver termly and review		✓ Review	Advise			✓ Deliver	Advise	
	Report to LGB on curriculum and education outcomes: deliver termly and review					✓ Review	Advise	✓ Deliver	
	Report material student issues in the Trust (including attendance, exclusions, punctuality and disciplinary matters) and trends to Trust Board: deliver termly and review		✓ Review				✓ Deliver	Advise	
	Report material student issues in School (including attendance, exclusions, punctuality and disciplinary matters) and trends to LGB: deliver termly and review					✓ Review	Advise	✓ Deliver	
	Publication on Trust and Schools' websites of all required details on governance arrangements: ensure publication			✓ Trust Website			✓ School Website		
	Annual report on performance of the Trust: submit to Members and publish Finances, Education, Strategy	✓ Review	✓ Report	✓ Report	✓ Report	✓ Report	Advise	Advise	
	Annual report on work of LGB: submit to Trust for review and publish		✓ Review				✓ Report& Publish		Advise

Area	Function	Members	Trust Board	Education & Outcomes Committee	Business & Assets Committee	LGB	CEO	Head
Holding to Account	Progress of the Trust against its strategic objectives and KPIs and operation in alignment with the agreed character, mission and ethos: report and review		✓ Review			✓ Report		
	Progress of the Schools against their strategic objectives and KPIs and operation in alignment with the agreed character, mission and ethos: report and review					✓ Review	Advise	✓ Report
	Compliance with all regulations affecting the Trust and its Schools (e.g. safeguarding, H&S, employment, charity law, company law): comply, report and review		✓ Review	✓ Review & Report	✓ Review & Report	✓ Review & Report	✓ Comply	✓ Comply
	Performance management of the Chief Executive Officer: undertake		✓					
	Performance management of Headteachers: undertake					✓	✓	
	Trustee monitoring: agree arrangements	✓	✓				Advise	
	LGB member monitoring: agree arrangements					✓		Advise
	LGB overall performance monitoring: agree arrangements			✓			Advise	Advise

Area	Function	Members	Trust Board	Education & Outcomes Committee	Business & Assets Committee	LGB	CEO	Head
Ensuring Financial Probity	Appoint Chief Financial Officer for delivery of Trust's detailed accounting processes (including the establishment of appropriate financial controls to ensure regularity, probity and value for money in relation to the management of public funds)		✓	Advise	Advise		Advise	
	Trust's scheme of financial delegation: establish and review		✓		✓		Advise	
	School's scheme of financial delegation: establish and review				✓	✓	Advise	Advise
	Obligations of the Funding Agreement, incl. the Academies Financial Handbook: comply & review				✓ Review	✓ Review	✓ Comply	✓ Comply
	Maintain a current register of business & pecuniary interests; put in place a procedure to deal with conflicts of interest & connected party transactions		✓			✓		
	Appoint external auditors	✓	✓ Advise					
	External auditors' report: receive and respond	✓ Receive	✓ Respond		Advise	✓	Advise	Advise
	CEO pay award: agree		✓	Advise	Advise			
	Headteacher pay award: agree		Advise			✓	Advise	
	Staff appraisal procedure and pay progression procedure/policy: review and agree		✓	Advise		✓	Advise	Advise
	Benchmarking and Trust-wide value for money: ensure robustness				✓		✓	
	Benchmarking and School value for money: ensure robustness					✓		✓
	Develop Trust-wide procurement strategies and efficiency savings programme				✓		✓	
	Review and approve Trust-wide procurement strategies and efficiency savings programme				✓		✓	

Appendix 4

Code of Conduct for the Corvus Learning Trust

This Code of Conduct (**Code**) sets out the expectations on and commitment required from Trustees in order for the Board to properly carry out its work within the Trust, its schools and the community. Trustees are required to accept this Code upon their appointment. All Trustees agree to abide by the Code, and any agreed amendments.

For the Board to be able to carry out its role effectively, Trustees must be:

- Prepared and equipped to take their responsibilities seriously.
- Acknowledged as members of the accountable body by the lead professionals.
- Supported by the appropriate authorities in that task.
- Willing and able to monitor and review their own performance.

The expectations of the Trustees are:

- To be clear about the needs of the Trust and its priorities.
- To support and encourage while asking searching and challenging questions.
- To recognise and celebrate achievement and challenge under-achievement.
- Provide the Board, LGBs and schools with information about any skills they may have that will assist the Board, Trust or schools in any way. A skills audit will be completed on commencement as a Trustee and updated as necessary during their term of office
- To promote the interests of the Trust with parents, community etc.
- To act and take decisions which are in the best interests of the Trust and schools within the Trust.

Trustees accept:

- In law, the Board is a corporate body, which means all Trustees carry equal responsibility for decisions made. They have no legal authority to act individually, except when the Board has given delegated authority to do so and therefore they will only speak on behalf of the Board when they have been specifically authorised to do so. This means that they will not speak against majority decisions outside the Board meeting.
- They have a duty to act fairly and without prejudice and in so far as they have responsibility for staff, they will fulfil all that is expected of a good employer.

- They consider carefully how their decisions may affect the community and other academies and schools.
- They are always mindful of their responsibility to maintain and develop the ethos and reputation of our Trust. Their actions within the Trust and the local community reflect this.
- They will express views openly, courteously and respectfully in all their communications.
- In making or responding to criticism or complaints affecting the Trust, or any of its constituent schools, they will follow the procedures established by the Board.
- They will involve themselves actively in the work of the Board and accept their fair share of responsibilities, including service on Committees or Working Groups and involve themselves in the life of the Trust schools as necessary.
- They will join and fully participate in Committees and where they cannot attend, send timely apologies.
- They will attend a minimum of two-thirds of meetings of the Board and Committees of which they are members.
- They will observe complete confidentiality when matters are deemed confidential or when they concern specific members of staff or pupils, both inside and outside of the Trust and its schools.
- They will record any pecuniary or other business interest that they have in connection with the Board's business in the register of Business Interests.
- They will consider seriously their individual and collective needs for training and development and undertake relevant training.
- They will have a current DBS (Disclosure and Barring Service) certificate.
- They will participate fully in Board discussions during meetings and using email or discussion forums as provided (e.g. Governor Virtual Office)
- If a Trustee feels they are unable to fulfil these expectations of the role of a Trustee, they should first approach the Chair of the Board. The Chair may also approach Trustees who are not fulfilling this role effectively.
- It is the responsibility of every Trustee to inform the Chair of the Board if they qualify for disqualification for any of the reasons shown in the relevant section of the Corvus Learning Trust Terms of Reference.
- They must understand the purpose of the Board and the role of the CEO.
- They are aware of, and accept, the Nolan Committee's Seven Principles of Public Life (*see Table below*).

Undertaking to comply with the Terms of Reference and Code of Conduct of the Board and Committees of the Corvus Learning Trust:

As a member of the Board I will always have the well-being of the pupils and the reputation of the Trust and the Trust's schools at heart; I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust, the Board, the Trust's schools, Local Governing Bodies, the Headteachers or staff.

I accept that in the interests of open government, my name, terms of office and roles on the Board will be published on the Trust's website.

I confirm that I have read and understood the Terms of Reference & Code of Conduct of the Trust Board and its Committees and will abide by them.

Signed

Print name.....

Date.....

The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

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 material 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.

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.

Appendix 5

Register of Board Committee Members

The Corvus Learning Trust Board of Trustees

- Suki Carr
- Bob Elsey
- Iain Henderson
- Steve James
- Joanna Nightingale
- Graham Oakley
- Jason Welch
- David Whitfield
- Sara Young

Education and Outcomes Committee

- Bob Elsey
- Iain Henderson
- Steve James
- Joanna Nightingale
- Graham Oakley
- Sara Young

Business and Assets Committee

- Suki Carr
- Bob Elsey
- Steve James
- Jason Welch
- David Whitfield

Audit and Risk Committee – *membership pending*