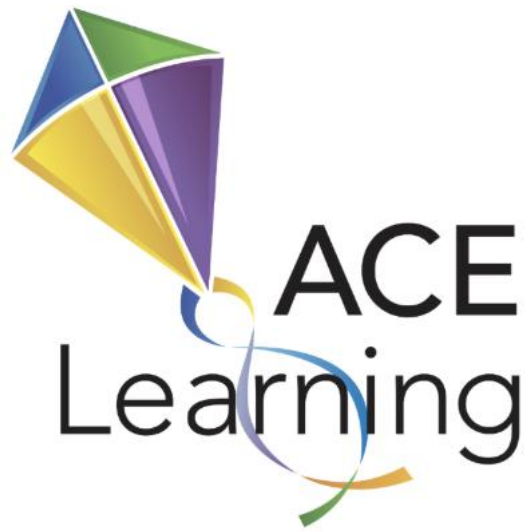




Scheme of Delegation and Governance

Approved by:

Approved on:

Review date:

Updated for new Executive Team titles and financial limits only

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Interpretation

The following definitions shall apply:

Academy: ACE Learning Academy Trust

Board of Trustees: the board of Trustees as a whole.

Company: Ace Learning, a company limited by guarantee, incorporated and registered in England and Wales with company number 8681270 whose registered office is Reed Crescent, Ashford, Kent TN23 3PA.

Direction: a direction passed by a special resolution of the Members in accordance with article 93 of the Company's articles of association.

Trustee: each person who is a Trustee of the Company.

Governor/Trustee Allowances Scheme: a Trustee's/governor's allowance scheme as amended from time to time.

Finance Policy: the finance policy adopted by the Trustees.

Local Advisory Board: the Board appointed by the trustees to reflect the local community of the school.

Members: the persons appointed as members in accordance with the articles of association.

Chief Executive Officer and Education Director: (CEO) the person appointed by the Trustees to fulfill the role of the Chief Executive Officer for the Trust in line with the DFE requirements and appointed by the Trustees to be accountable for the day to day running of ACE Learning.

Chief Finance Officer: (CFO) The person appointed by the Trustees to undertake the role of Chief Finance Officer as outlined in the DFE Academy Trust Handbook and to provide strategic vision and leadership of the financial and non-education functions of the trust.

Head of School: The Head of each individual academy.

Terms of Reference: the terms of reference contained in this document.

School: Individual schools within ACE Learning

1. Introduction

ACE Learning Academy Trust (the "Academy Trust") is a company, limited by guarantee, and an exempt charity. The principle activities are to advance, for public benefit, education in the UK by establishing, maintaining, carrying on, managing and developing academies. Its main aim is to develop teaching, learning and leadership in its academies resulting in improved outcomes and life chances for learning.

This Scheme of Delegation has been put in place by the ACE Learning Trustees in accordance with the provisions of the Articles of Association (the "Articles") and it should be read in conjunction with those Articles. This document (the "**Scheme of Delegation**") has been made by the Trustees of ACE Learning in exercise of the powers conferred on them by Articles 105 and 137 of the articles of association of the Trust. This Scheme of Delegation (the "Scheme") explains the ways in which the ACE Learning Members (the "Members") and the ACE Trustees (the "Trustees") fulfil their responsibilities for the leadership and governance of the Trust, the respective roles and responsibilities of the Trustees, the Local Advisory Boards (the "LABs") the executive leadership roles and any other commitments to each other that will ensure the success of the Member Schools.

The purpose of the Scheme is to set out a framework under which the Academy Trust is governed and managed, and in particular:

- how the Members and Trustees work together effectively;
- the relationship between the Members, Trustees, the Local Advisory Boards, the Central Executive Team and Senior Leadership Teams of each School; and
- how the Trustees ensure compliance with the various legal and regulatory requirements placed on them.

This Scheme shall be reviewed by the Trustees annually, and in the context of such a review, the Trustees shall have regard to any new legislation or guidance affecting the provisions of these documents.

This Scheme may be altered, added to or repealed by a majority resolution of the Trustees or by the Members in a general meeting.

A copy of this Scheme shall be given to every Member, every Trustee, each Local Advisory Board Member, the CEO, CFO, the Heads of each School, the Finance Trustee, the Governance professional and the Responsible Officer. The Scheme should be read in conjunction with the Academy Terms of Reference.

2 Ethos, Vision and Aims

ACE Learning will support local communities in the education of children to develop respect for themselves, each other, their families, and the environment. At ACE Learning our vision is to offer a rich, broad and balanced curriculum which provides pupils with a first class, exciting and creative experience. We will develop thoughtful and responsible young people with high self-esteem and with the motivation, skills and knowledge to succeed in life.

At we aim to provide a safe, caring, supportive and stimulating environment with high quality teaching to achieve....

- *A high level of literacy and numeracy;*
- *Independent young people who are confident, flexible and able to cooperate with others;*
- *A high level computing and technological competence.*
- *Imagination and creative expression through a wide range of media;*
- *Conscientious young citizens who are tolerant and respect others' values;*
- *Effective links between the school, the home and the community;*
- *Equality of opportunity for all;*
- *Celebration and humour – we feel good about ourselves!*

We want to be the best place for the children who come to learn; where they are supported by adults who are positive and show a love for learning; where we dare to be bold and different!

All who work at the Academy believe that it is vital that we are all responsible for improving the basic skills of all children; we are here to support the raising of standards for everyone.

Whilst the Local Advisory Board shall be responsible for ensuring that their school is conducted in accordance with the ethos and values, the determination of the Academy's guiding principles and key objectives shall be the responsibility of the Members and Trustees.

At all times, the Members, Trustees and the Local Advisory Board shall ensure that the Academy business is conducted in accordance with the objects of ACE Learning, the terms of the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

3. The Academy Trust

The Academy Trust is responsible for Furley Park Primary Academy and Hamstreet Primary Academy and any schools that join the Academy Trust in the future.

The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each school under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (together, the "Funding Agreement").

The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's (the "DfE") academies financial handbook (the "Handbook").

There are a number of roles involved in the running of any multi-academy trust and these are as follows:

- the Members;
- the Trustees;
- the Chief Executive Officer;
- the Chief Finance Officer;
- the Head of each School who have responsibility for the day to day running of that school.
- the LABs: each School has an LAB, for which applications of membership are approved by the Trustees

4. Members

4.1 The Members of the Company shall comprise

- the signatories to the Memorandum;

- the CEO if they agree to be a Member;
- the Chair of the Trustees; and
- any person appointed under Article 16 of the Memorandum and Articles of Association

4.2 The role of the Members

The Members are members of the Academy Trust for the purposes of the Companies Act. In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights, including the right to remove Trustees, the right to amend the Articles and the right to receive the annual accounts. They also have the right to appoint 12 Trustees under the Articles.

The Members do not have any specific duties imposed on them but they are required to provide a guarantee that if the Academy Trust is wound up and its assets do not meet all of its liabilities, they will contribute £10.

The Members will meet as and when necessary (for example if any amendments to the Articles are required). The Members shall consider themselves custodians of those values and objectives of the Academy and their impact upon the opportunities and outcomes for all pupils and staff associated with Member Schools. Through delegation to and monitoring of the Board of Trustees the Members shall endeavour to ensure that the Academy realises its vision, ethos and aims.

Each Member is a charity Member with responsibility for protection of the assets of the Academy Trust. The Members have a duty to establish and monitor The Academy objectives.

4.3 The appointment of the Members

Members are appointed in accordance with Articles 12 to 18 of the Articles.

On appointment, all Members shall be required to complete a consent to be a member form (attached at Appendix 1). The Governance Professional shall update the register of Members as appropriate.

5. Trustees

5.1 Each Trustee is a Trustee of the Academy Trust in company law. With the Members, the Trustees are responsible for the governance and supervision of the Academy Trust and its committees and executives.

5.2 The appointment of Trustees

The Trustees shall be appointed in accordance with Articles of Association.

On appointment, all Trustees shall be required to:

- complete a Trustee Declaration (attached at Appendix 2);
- complete an AP01 form for submission by the Company Secretary to Companies House (either in paper form or electronically).

The Company Secretary shall update the register of Trustees in the statutory books.

5.3 Constitution of the board of Trustees (the "Board")

The Articles require there to be a minimum of three Trustees, although the number of Trustees is not subject to any maximum.

The constitution of the Board is set out in the Articles. The Board is constituted as follows:

- up to 12 Trustees appointed by Members;
- 2 Parent elected Trustees;
- the CEO where they agree to act as a trustee;
- co-opted Trustees (appointed by Trustees who are not themselves co-opted Trustees).

In accordance with the Articles, the Trustees shall elect a Chair and Vice-Chair from among their number every two academic years.

5.4 Meetings of the Board

The Trustees shall hold at least six meetings in every academic year. Meetings will normally be held towards the end of each term and the dates published at the beginning of each academic year.

All meetings of the Trustees shall be convened and conducted as provided by the Articles.

Each meeting of the Trustees shall, in respect of the Member Schools and the Academy Trust, cover the following:

- a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
- whether adequate financial monitoring of budgets and activities is being undertaken;
- progress on any action identified to improve financial arrangements;
- significant contracts proposed to be entered into;
- details of any significant matters affecting:
 - staff
 - pupils' welfare or education; and
 - assets;
- a report from each Trustee on their areas of responsibility;
- any other recurring matters

In consultation with the Chair, the Governance Professional to the Board of Trustees shall prepare an annual plan for the meetings of the Trustees.

5.5 Accountability of Trustees

Accountability to the Members, external government agencies, including the Department for Education (and any successor bodies), for the quality of the education provided and the establishment of systems through which they can assure themselves of quality, safety and good practice;

- Overall responsibility and ultimate decision-making authority for all the work of the Academy, including the establishing and running of Member Schools;
- A duty to act in the fulfilment of the Academy objectives. The Trustees have the power to direct change where required;
- Set and review the vision and direction of ACE Learning;
- Appointment of CEO;
- Disciplinary decisions including the dismissal of staff;
- Approval and review of policies and procedures required by law and best practice in line with the policy schedule, including but not limited to:
 - Complaints Procedure
 - Admissions Policy
 - Health & Safety Policies
 - HR policies
 - Finance Procedures
 - Permanent Exclusion Procedure
 - Safeguarding Procedures;
- A regard to the interests of all schools for which ACE Learning is responsible in deciding and implementing any policy or exercising any authority in respect of a school.
- Appointment and removal of LAB Members, see below;
- Final approval of proposed capital programmes;
- Final approval of school and central budgets;
- Oversee financial monitoring;
- Review this Scheme of Delegation at least on an annual basis and to alter any provisions of it. In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Members.

5.6 Powers, functions and responsibilities of Trustees

The business of the Academy Trust shall be managed by the Trustees, fulfilling a largely strategic role, who may work with the Members to exercise all of the powers of the Academy Trust, as set out in the Articles.

As Trustees of the company, the Trustees have a number of duties as responsibilities to work with the Members towards the management of the Academy Trust and its finances. In summary, the Trustees and Members are responsible for:

- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles and safeguarding its assets;
- running the schools and directing the education, pastoral care, financial and other policies of the schools in accordance with the Articles and the Funding Agreement (including the Handbook);
- ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each school including guidance on financial systems and controls and accounting and reporting requirements;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;

- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the schools are conducted in compliance with the general law.

5.7 The Trustees are required to collaborate with the Members to:

- act together and in person and not delegate overall responsibility for the Academy Trust to others;
- act strictly in accordance with the Academy Trust's Articles;
- act in the Academy Trust's interests only and without regard to their own private interests;
- manage the Academy Trust's affairs prudently;
- not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

The Trustees should also hold the CEO and LABs accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted)

The duties and responsibilities of the Trustees are explained in further detail in the separate document entitled Charity Trustee: what's involved (CC3a), The Essential Trustee: what you need to know (CC3), published by the Charity Commission, which can be found here: <https://www.charitycommission.gov.uk/publications>

The Trustees shall have regard to the Handbook, which shall be circulated to all Trustees.

5.8 Delegation of powers of Trustees

The Trustees may delegate such of their powers or functions that they can legally delegate and which they consider would be desirable to delegate.

The Trustees must not delegate any of their powers listed in Appendix 3 (the "Reserved Matters").

Delegation can be made to:

- Academy Trust committees (committees with functions related to the Academy Trust) including a Finance Committee, whose remit includes the usual auditing functions;
- the LABs;
- the CEO;
- the Heads of School.

5.9 Risk management

The charities statement of recommended practice (SORP) (the statement of accounting practice which charities must comply with) and the Charities (Accounts and Reports) require the Trustees to make a statement in their annual report that confirms the major risks to which the Academy Trust is exposed (as identified by the Trustees) have been reviewed and that systems have been established to mitigate those risks.

The Trustees are therefore responsible for:

- identifying the major risks that apply to the Academy Trust, including:
 - operational risks (employment issues, health and safety, fraud, service quality and development etc);

- financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc);
- external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc); and
- regulatory risks (compliance with legislation, changes in policies of the regulators etc).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

The Board of Trustees shall prepare and approve:

- a risk management policy;
- a contingency and business continuity plan;
- a fraud policy;
- a whistleblowing policy, for approval by the Trustees and Members.

5.10 The management of conflicts of interest

All Trustees are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- all business and financial interests such as Trusteeships, shareholdings, and other appointments of influence within a business or other organisation; and
- interests of related persons such as parents, spouses, children, personal and business partners where influence could be exerted by that person over a Trustee or member of staff.

The Governance Professional shall be responsible for maintaining a register of business interests including nil returns.

Each meeting of the Trustees shall include a standing agenda item for those attending to declare any changes to their declarations of interest.

No Trustee shall receive any payment for their work as a Trustee, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the CFO.

6. The Governance Professional

6.1 The Governance Professional is appointed and removed by the Trustees.

6.2 The Governance Professional is the chief administrator with respect to the Academy Trust's administration affairs.

6.3 The Governance Professional shall not be a Trustee, CEO or Head of a school. However, if the Governance Professional fails to attend a meeting of the Trustees, the Trustees may appoint any one of their number or any other person to act as clerk for the purposes of that meeting.

7. Committees

7.1 The Trustees may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Trustees under terms of reference.

7.2 Each committee shall be chaired by a Trustee.

7.3 Membership of a committee may include persons who are not Trustees provided that a majority of the members of the committee are Trustees.

7.4 No vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

7.5 The Trustees shall ensure that they receive adequate feedback on the work of any committees.

7.6 Committees will act in an advisory capacity to the Trustees, except where powers have been specifically delegated to them by the Trustees. The specific committees to be appointed are as follows:

- finance and audit committee;
- CEO appraisal and appeals process.

7.7 The terms of reference of each committee of the Trustees must be approved by the full Board of Trustees and reviewed at least once in every twelve months. They provide the sole agreed framework within which each committee operates.

8. Chief Executive Officer (CEO)

8.1 The CEO will be appointed by the Trustees.

8.2 The CEO role is designed to fulfil the DfE requirement for the Trust to appoint Chief Executive Officer who shall be the lead Trust employee for matters regarding the efficient, effective and compliant management of the Trust.

8.3 The CEO will act as Accounting Officer of the Trust and their role is to:

- Fulfil the statutory and regulatory responsibilities as set out in the Academies Finance Handbook and direction provided by the Education Funding Agency,
- Take personal responsibility for the propriety and regularity of public finances in the Trust's charge,
- Plan, implement and monitor the Trust's internal and external financial reporting with the support of the Chief Finance Officer,
- Report to the Trust Board on the Trust's financial governance, management and operation,
- Oversee the work of the Chief Finance Officer.

8.4 The CEO is responsible for:

- Develop and fulfil the Trust's vision, ethos and values,
- Develop, monitor and achieve the Trust's strategic objectives,
- Develop, set and monitor measures for the standard of educational provision in member academies including pupil progress and attainment,
- Plan, implement and monitor effective Trust programmes to raise standards of academy, pupil and staff performance,

- Plan and deliver effective Trust programmes for the professional development of staff in member academies,
- Identify and implement opportunities for the Trust and member academies to operate more effectively and efficiently for the benefit of pupils, staff and the wider Trust community.
- Preparation of all policies required by law and best practice for submission to the Executive Team or Board of Trustees for approval in line with the policy schedule;
- Appointment of Head of Schools in collaboration with the CEO;
- Appointment of other staff;
- Disciplinary decisions including the dismissal of staff;
- Coordinate the effective leadership of member academies in the absence of their Head of School.
- Financial monitoring across the Academy Trust;

8.5 The Trustees may delegate such additional powers and functions as they consider are required by the CEO to enable them to carry out the above responsibilities.

9. Education Director

9.1 The Education Director role is appointed by the Trustees. This role is currently part of the CEO role.

9.2 As Education Director, the CEO is accountable to the Board of Trustees for the quality of the education provided;

9.3 The Education Director is responsible for:

- Preparation of all curriculum based policies required by law and best practice for submission to the Board of Trustees in line with the Policy Schedule;
- Appointment of Head of Schools ;
- Appointment of other senior staff in collaboration with the Heads of Schools;
- Disciplinary decisions including the dismissal of staff;
- Line management of the Head of Schools;
- Oversight of improvement processes.
- Identification of and response to specific needs in schools;
- Act as a critical friend to the Head of Schools;
- Provide support for inspection.

9.4 The Trustees may delegate such additional powers and functions as they consider are required by the Education Director to enable them to carry out the above responsibilities.

10 Head of School

9.1 Each School will have a Head of School appointed by the CEO;

9.2 The Head of School is accountable to the CEO, for the quality of the education provided within the school;

9.3 The Head of School is responsible for:

- Ensuring the vision for the school is clearly articulated, shared, understood and acted upon effectively by all;
- Translating the vision into agreed objectives and operational plans to promote and sustain improvement;
- Motivating and working with school employees to create a shared culture and positive climate;
- Organising and implementing the curriculum with an effective assessment framework;
- Implement Academy Policies for the creative, responsive and effective approaches to teaching and learning;

- Ensuring a consistent focus on pupil achievement using data and benchmarks to monitor progress in every child's learning;
- Developing a culture and ethos of challenge and support;
- Demonstrating and articulating high expectations and set stretching targets;
- Monitoring, reviewing and evaluating classroom practice and promote improvement strategies;
- Challenging underperformance at all levels and ensure effective corrective action and follow up;
- Implementing strategies that secure high standards of behaviour and attendance;
- Implementing policies and procedures effectively in line with ACE requirements;
- Managing the academy financial and human resources effectively and efficiently in accordance with the agreed budget;
- Appointment of teaching staff in collaboration with the CEO;
- Appointment of support staff;
- Disciplinary decisions including the dismissal of staff;
- Managing and organising the academy environment effectively and efficiently;
- Developing and presenting a coherent, understandable and accurate account of academy progress and performance to a range of audiences including the Local Advisory Board;

9.4 The Trustees and CEO may delegate such additional powers and functions as they consider are required by each of the Head of School to enable them to carry out the above responsibilities.

11. Local Advisory Bodies (LAB)

11.1 The Funding Agreement requires the board of Trustees to establish a Local Advisory Board in respect of each school to provide advice to the Trustees on the functioning of that school.

11.2 The LAB will support the vision and direction of ACE Learning and are responsible for:

- To advise/act as a critical friend to the Head of School;
- To advise the board of trustees about local issues they need to consider that affect the academy;
- Represent the local community;
- Represent the Academy in its community;

11.3 LABs are not responsible for the operational and day to day management of the school. This is the remit of the Head of School who reports to the CEO.

11.4 The LAB will ensure that their responsibilities are conducted effectively and their school receives effective challenge.

11.5 A LAB member shall cease to hold office by resignation, removal or disqualification in line with the Articles of Association.

11.6 The chair of the LAB will ensure that appropriate minutes of meetings are kept and shared with Trustees.

11.7 Membership of the LAB must include a parent of a pupil at the school.

11.8 New appointments to the LAB will be made by the Trustees.

11.9 Each LAB shall comprise:

- 1 parent,
- 1 community representative,
- 1 member of teaching staff
- 1 member of non-teaching staff
- 1 trustee

11.10 Each LAB shall be chaired by a member of the Trustees.

11.11 The length of service on the LAB shall be four years.

11.12 The functions and proceedings of the LABs shall be subject to terms of reference made by the Trustees. The terms of reference of the LABs are set out in a separate document which may be amended by the Trustees from time to time.

12. Chief Financial Officer

12.1 The Trustees will appoint a Finance and Resources Trustee to monitor and support finance staff and ensure that all financial regulations are met.

12.2 The Trustees shall appoint a Chief Financial Officer (the "CFO") in accordance with the DfE's Academies Financial Handbook

12.3 The CFO will ensure continuous compliance of the Trust in accordance with the DfE's Academies Financial Handbook.

12.4 In accordance with the DfE's Academies Financial Handbook, the CFO is responsible for, along with a wider remit, the following responsibilities:

- the day to day management of financial issues;
- the preparation and management of each schools budget;
- the preparation and management of the Academy Trust's budget;
- the maintenance of effective systems of internal control;
- produce financial monthly reports for CEO highlighting budget variances and future spends;
- ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust;
- ensure timely completion of all financial requirements with external bodies;
- to manage all finance staff across the Academy Trust.

12.5 The CFO is responsible for guiding the CEO and Trustees on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of schools and the maintenance of effective controls.

12.6 The CFO shall produce a monthly report to the Finance Trustee and CEO.

12.7 The CFO shall produce a termly report to present to the Trustees and CEO at least termly.

13. Financial Manual

13.1 The financial manual (the "Finance Manual"), which shall be prepared by the CFO, shall be adopted by the Trustees, on the recommendation of the finance committee.

13.2 The purpose of the Finance Manual is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management in accordance with the EFA's Academies Financial Handbook.

13.3 The Finance Manual shall include:

- finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
- appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
- a competitive tendering policy for larger purchases in accordance with the EFA's Academies Financial Handbook; and
- a capitalisation limit for assets.

13.4 The CFO shall be responsible for preparing a policy for the disposal of assets for approval by the Trustees with a view to ensuring the best possible value is obtained from any disposal.

14. Budget approval

14.1 The CFO shall support each Head of School to prepare and agree a balanced budget to submit to the Trustees.

14.2 The CFO shall prepare a balance Trust Budget (encompassing each schools budget) for presentation to the Trustees. This shall be presented for the year to 31 August for submission to the Education Funding Agency by 30 June or within six weeks of receipt of the final funding letter.

14.3 The CFO shall be responsible for:

- establishing a written procedure and timetable for setting a budget in advance of each academic year;
- setting the annual budget (including the assumptions on which it is based) for approval by the Trustees and for monitoring progress against it during the year;
- ensuring that all significant in year amendments to budgets are properly notified to the Trustees for approval. The finance committee shall determine the appropriate thresholds and procedures for this;
- reporting to the Trustees on the accuracy of the assumptions which have been used; and
- reporting to the Trustees on the key financial performance indicators included in the budget.

14.4 The Trustees shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.

14.5 The Trustees shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

15. Staff appointments and Appraisal (In accordance with Academy Policies)

15.1 The Trustees will appoint the CEO and CFO.

15.2 The Education Director shall be appointed by the Trustees and CEO .

15.3 The Heads of School shall be appointed by the CEO and Education Director.

15.4 The senior leadership team at each school shall be appointed by the CEO, Education Director and Head of School.

15.5 The teaching staff at each school shall be appointed by the Education Director and Head of School.

15.6 The non-teaching staff at the schools shall be appointed by the respective Head of School.

15.7 The Trustees shall form a Committee for the appraisal of the CEO.

15.8 The Executive Team pay will be determined by the Finance, Audit and Resources Committee based on recommendations by the Appraisal Committee.

15.9 The appraisal of the CFO will be carried out by the CEO.

15.10 The CFO pay will be determined by the Finance, Audit and Resources Committee based on recommendations by the CEO.

15.11 The appraisal of the Head of School shall be carried out by the Education Director.

15.12 The Head of Schools' pay will be submitted to the Trustees Pay Committee for approval based on recommendations by the CEO.

15.13 The appraisal of all other employees will be carried out by the Head of School (who may delegate to appropriate managers).

15.14 The pay review of all other employees will be based on the outcomes of appraisal and will be approved by the CEO in line with the Academy Pay Policy approved by Trustees.

16. Communication

16.1 All committee members will receive the following at least one week in advance of any meeting:

- An agenda
- Copies of any relevant reports
- Any reports from LAB's
- Financial Monitoring
- Any other documents for consideration / discussion

16.2 The Board of Trustees will receive the following at least one week in advance of any meeting:

- An agenda
- Minutes of all LAB meetings
- Copies of Executive Team Reports
- Copies of each Head of Schools' Reports (standard format)
- Minutes of any Committee
- A Report from each Trustee on their areas of responsibility
- Consolidated Financial Monitoring Report
- Associated Policies
- Any other documents for consideration / discussion

Appendix 1

ACE Learning Academy Trust

Consent to be a member

I hereby consent to being a member of the Company.

As a member of the Company, I hereby undertake to contribute to such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while I am a member or within one year I cease to be a member, for payment of the Company's debts and liabilities before I cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Signed

.....

Full name

.....

Address

.....

.....

.....

.....

.....

Date

.....

Please sign and retain the additional copy of this document with your records.

ACE Learning Academy Trust: a company limited by guarantee
Company registration number: 8681270
Registered office: Furley Park Primary Academy, Reed Crescent, Park Farm, Ashford, Kent, TN23 3PA

ACE Learning Academy Trust**Trustee declaration**

I confirm that I am willing to act as a Trustee of the Company (a "Trustee"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Company's Articles of Association, including, but not limited to, the requirement that I am not disqualified from acting as a charity Member or Trustee by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed

.....

Full name

.....

Address

.....

.....

.....

.....

.....

Date

.....

Please sign and retain the additional copy of this document with your records.

ACE Learning Academy Trust: a company limited by guarantee

Company registration number: 8681270

Registered office: Furley Park Primary Academy, Reed Crescent, Park Farm, Ashford, Kent, TN23 3PA

Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity Members or Members of a charity

(1) A person ("P") is disqualified from being a charity Member or Member for a charity in the following cases:

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)

- a) P has not been discharged, or
- b) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity Member or Member for a charity by an order made

- a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- b) by the High Court, on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Member Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to

- a) a disqualification order or disqualification undertaking under the Company Trustees Disqualification Act 1986 or the Company Trustees Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

Reserved matters

The Member Reserved Matters are:

- to appoint or remove any or all of the serving Academy Trustees;
- to appoint or remove a Member (there must always be at least 3 Members);
- to direct Trustees. Members can by special resolution direct the Trustees to take specific action where Trustees are unable or unwilling to act in the best interests of the Trust;
- to amend the Academy Trust Articles of Association;
- to appoint auditors and investment advisers;
- to change the name of the schools or the Academy Trust;
- to change the Objects (which would require Charity Commission and Secretary of State consent in any event);
- to determine the educational character, mission or ethos of the schools;
- to pass a resolution to wind up a school or the Academy Trust;
- to establish a trading company;
- to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest;
- to settle the division of executive responsibilities between the Trustees on the one hand and the CEO and CFO on the other hand, and to settle the division of executive responsibilities between those individuals;
- to do any other act which the Funding Agreement expressly reserves to the Members or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof);
- to do any other act which the Articles expressly reserve to the Members or to another body; or
- to do any other act which the Members determine to be a Reserved Matter from time to time

The Board of Trustee Reserved Matters are:

- to change the structure of the Board of Trustees and terms of reference of any committee of the Board of Trustees;
- to alter or amend the Articles or this Scheme;
- to establish a trading company;
- to approve the annual estimates of income and expenditure (budgets) and major projects;
- to sign off the annual accounts;
- to appoint or dismiss the CEO or the Governance Professional to the Trustees;