



# **The Constellation Trust Terms of Reference**

## Rationale

The underlying principles for The Constellation Trust Terms of Reference and associated Scheme of Delegation are:

- all academies within the Trust are in an equal partnership irrespective of their length of membership, size, or capacity.
- all aims and objectives are set to reflect our exemption from charitable status and our Memorandum and Articles of Association.
- all statutory obligations are fully met, including our Funding Agreement and the Academies Financial Handbook.
- all local advisory boards serve the needs of the pupils within the academy and local community; and
- support and intervention are provided to any academy where educational outcomes, individual finances and/or pupil progress does not meet with the Trust's expectations.

## Our Mission Statement

The Constellation Trust strives to be an inclusive, purposeful, and high achieving educational community that delivers an outstanding learning experience. Each of our academies ensures every child achieves and believes in success.

## Our Shared Values

The Constellation Trust promotes excellence, fosters mutual respect and tolerance, seeks to innovate, and celebrates the success of all.

## Our Objectives

- To raise standards for **all** pupils by sustaining and enhancing performance and to develop the **whole** child.
- To fulfil our moral purpose by engaging and collaborating with other schools to help improve the life-chances of all young people locally, regionally, and nationally.
- To build a family of outstanding schools which work in partnership and are supportive of one another.

## Principles of our Trust

- The Trust's purpose, in all its actions, is to meet the needs of the pupils it serves.
- All academies are fully inclusive and welcome children from vulnerable groups; we are non-selective.
- The Local Authority admissions criteria is adopted across the Trust.
- Staff are supported through high-quality professional development and engage, where appropriate, in our Teaching School.
- The National School Teachers Pay and Conditions and National Joint Council conditions of service are adopted.
- The Trust works positively with trade unions and actively involves them in our decision-making.
- All academies engage, where appropriate, with the local behaviour partnerships and 'Fair Access' protocols.
- We believe that every pupil, irrespective of their starting point, should succeed and achieve.

## Scope of the Terms of Reference

The Local Advisory Board (LAB) will be accountable for ensuring the highest educational and financial standards. Outcomes and/or pupil progress is required to meet the agreed key performance indicators (KPIs) set and agreed for the academic year. LAB representatives of the LAB will take a proactive role in the setting and agreement of KPIs, in consultation with the Trust Board. In the event of a decline in standards the Trust will provide support and intervention; this will include an audit of the skills of the LAB to ensure that LAB representatives have the required skills and experience to effectively implement the level of autonomy contained in these Terms of Reference. LAB representatives of the LAB may be removed if the skills audit identifies a lack of specific expertise, to ensure effective accountability and to address the decline in standards. If Ofsted judge the Academy to provide an overall educational standard that is less than good, individual LAB representatives and potentially the full LAB, may be replaced.

## **The Constellation Trust**

Each academy is to achieve the objectives of the Trust. The Trust will establish, for each academy, a local advisory board (LAB). Schools or academies joining the Trust who are judged by Ofsted to be 'Good' or better may nominate members of their existing governing board to be appointed to the LAB and, subject to an audit demonstrating a wide range of appropriate skills, this will usually be agreed. The role of the LAB will be to oversee the running of the academy on behalf of the Trust, in line with the Scheme of Delegation.

## **Communication between The Constellation Trust Board and LABs**

The Constellation Trust Board and LABs meet on a published, calendared cycle. The Chair of the Constellation Trust and the Executive Principal/CEO will meet with chairs of LAB representatives from the LABs regularly. This provides an opportunity to share information between the Trust and the LABs. Feedback from the meetings will be a standing item on the agenda for LABs and the Trust Board.

## **Scheme of Delegation**

The Scheme has been developed to clarify the responsibilities and powers of the Members, Trustees and its subsidiary committees and LABs. The Scheme is in accordance with the Memorandum and Articles of Association and the Academies Financial Handbook. The Members of the Constellation Trust have a different status from the Trustees. The Members are the subscribers to the Memorandum of Association, they have an overview of the governance arrangements of the Trust and have the power to appoint and remove trustees. Members can amend the Articles and may do so to support stronger governance arrangements.

The Constellation Trust Company No. 06545396 is the Trust and trustees appointed to this company who are responsible under statute, regulations, and Funding Agreements for all Academies within the Trust. Trustees are responsible for ensuring that the Trusts funds are used only in accordance with the law, its Articles of Association, its Funding Agreements, and the latest Academies Financial Handbook.

The Constellation Trust Board of Trustees has wide discretion over its use of the Trusts funds, which it must discharge reasonably and in a way that commands broad public support. It is responsible for the proper stewardship of those funds, including regularity and propriety, and for ensuring value for money.

## Accounting Officer

The Constellation Trust Board must designate, in writing, a named individual as its Accounting Officer. The individual must be a fit and suitable person for the role. The appointment of an Accounting Officer does not remove the responsibility of the Trust Board, both individually and as a Board, for the proper conduct and financial operation of the Trust. Executive Principal/CEO is the appointed Accounting Officer of the Constellation Trust.

The role of Accounting Officer includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to the ESFA's Accounting Officer, for the financial resources under the Trust's control. Accounting Officers must be able to assure Parliament, and the public, of high standards of probity in the management of public fund.

The Accounting Officer must complete and sign a statement on regularity, propriety, and compliance each year and submit this to ESFA with the audited accounts. The Accounting Officer must also demonstrate how the Trust has secured value for money via the governance statement in the audited accounts.

Whilst the Accounting Officer is accountable for the Trust's financial affairs, for keeping proper financial records, and for the management of opportunities and risks, the delivery of the Trusts detailed accounting processes will be delegated to a Chief Financial Officer, who will perform the role of Director of Finance and Business.

The Accounting Officer must take personal responsibility (which must not be delegated) for assuring the Trust Board that there is compliance with the Academies Financial Handbook and the Funding Agreements.

The delegations set out in this Scheme are delegated to the specified committees or post holders employed within the Constellation Trust. Delegations cannot be exercised other than by the designated person or committee unless otherwise directed or agreed by the Constellation Trust Board of Directors.

In the absence or incapacity of the Executive Principal/CEO, the delegations stand delegated to the nominated Deputy, unless otherwise directed or agreed by the Constellation Trust Board of Directors. In the absence or incapacity of a post holder, other than the Executive Principal/CEO, the delegations stand delegated to the Executive Principal/CEO, unless otherwise directed or agreed by the Constellation Trust Board of Directors. Instead of exercising her/his delegated powers, a post holder or Committee may refer the matter to another Committee or to the Constellation Trust Board.

The Accounting Officer will delegate the management of specific budgets to individual budget holders within the Academies. These budget holders must follow the agreed the Constellation Trust Financial Regulations and Procedures approved by the Constellation Trust Board of Directors.

## The Constellation Trust Board of Trustees

The Board will comprise at least 9 trustees.

The Board will elect a Chair and Vice Chair at the first meeting of each academic year.

Employees of the Academy Trust are not eligible for election.

The Board will meet at least four times in each academic year.

The quorum for a Board meeting shall be any three trustees, or, where greater, any one third (rounded up to a whole number) of the total number of trustees holding office on the date of the meeting.

## Committee Structure

The standing committees are:

- **Audit and Risk Assurance** (at least 3 meetings per year)
- **Finance and Operations** (at least 4 meetings per year)
- **School Improvement (Primary)** (at least 4 meetings per year)
- **School Improvement (Secondary)** (at least 4 meetings per year)
- **Pay** (at least one meeting per year)

The terms of reference for these committees will be reviewed at the start of each academic year.

Each committee will elect a Chair at the beginning of each academic year.

The quorum for a meeting of a committee shall be three trustees.

Committees shall be clerked by the Clerk to the Board.

Meeting dates and the agenda must be circulated at least 7 days prior to any meeting; papers shall be presented as at least 7 days prior to the meeting whenever possible.

## Local Governing Body (LAB)

Each academy within the Trust will have a LAB. The Trust will work on the principle of Earned Autonomy: that LABs which can demonstrate sustained high standards in their schools will be allowed the maximum possible autonomy in running their schools.

## Finance and Assets

- The Scheme of Delegation shall be operated with reference to the Academies Financial Handbook.
- The financial scheme of delegation shall be reviewed annually, with financial limits reviewed as required to take account of inflation and the size of the General Annual Grant (GAG).
- Financial limits shall be set as either monetary limits or percentage of the GAG.
- Financial limits and delegated financial powers are shown in the Constellation Trust Financial Regulations/Manual.

## Emergency Powers

The Chair of the Trust Board, jointly with the Executive Principal/CEO, may make additional emergency decisions beyond the scheme of delegation, as long as the decision is not out of line with other Academy policies and that the decision is referred to the appropriate Committee at the earliest opportunity for noting. A decision record, with the rationale, will be prepared to record the emergency decision and this will be signed by the Chair of the Trust Board and the Trust CEO.

These emergency powers will not be exercisable when company or charity law dictates that certain decisions can only be taken by a properly convened and quorate meeting of the full Trust Board. All decisions shall also be reported to the next meeting of the full Trust Board.