

Terms of Reference for the Academy Advisory Board of Nottingham Emmanuel School Effective from 1 January 2018

1. **Introduction**

- 1.1. As a charity and company limited by guarantee, Archway Learning Trust ('the Trust') is governed by a Board of Trustees who have overall responsibility and ultimate decision-making authority for all the work of the Trust, including managing and operating the academies maintained by the Trust.
- 1.2. In order to assist with the discharge of their responsibilities, the Trustees have established an Academy Advisory Board (AAB) for the Nottingham Emmanuel School ('the Academy'). The AAB is a committee established under Articles 100 to 104 (inclusive) of the Articles of Association of the Trust.
- 1.3. The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.4. These terms of reference may only be amended by the Board of Trustees.
- 1.5. Words importing the masculine gender only shall be understood to include the feminine gender.

2. **Constitution of the AAB**

- 2.1. The Trustees have the right to appoint such persons to the AAB as they shall determine from time to time but will generally appoint as follows:
 - The Principal of the Academy *ex-officio*;
 - 1 staff member elected in accordance with paragraphs 3.1 – 3.3;
 - 2 parent members elected in accordance with paragraphs 3.4 – 3.9;
 - A number of further members which the Trustees may determine, having regard to the views of the AAB, though not bound by them. In the case of a non-faith school there will be a minimum of four further members, while in the case of a Church of England academy there will be a minimum of six further members, these to be nominated by the Diocese.
 - In the case of a Church of England academy the number of members nominated by the Diocese should represent a majority of two over the other members of the AAB.

3. **Appointment of AAB members**

- 3.1. *Staff members*

- 3.2. The Trustees shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy and, where there are any contested posts, shall hold an election by a secret ballot.
- 3.3. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Trustees. The Trustees will usually delegate the running of the election to the AAB.
- 3.4. *Parent members*
- 3.5. Parent members of the AAB shall be elected by parents of registered students at the Academy. He or she must be a parent of, or have parental responsibility for, a student at the Academy at the time when he or she is elected.
- 3.6. The Trustees will make all necessary arrangements for, and determine all other matters relating to, an election of the parent members. The Trustees will usually delegate the running of the election to the AAB.
- 3.7. Where a vacancy for a parent member is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered student at the Academy is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 3.8. Any election of persons who are to be the parent members which is contested shall be held by secret ballot. The arrangements made for the election of the parent members shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered student of the Academy.
- 3.9. Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered student at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered student of another academy run by the Trust.

4. Term of office

- 4.1. The term of office for any AAB member, other than the Principal of the Academy, will be four years, subject to paragraph 5.1 below.
- 4.2. The Principal, being a member of the AAB *ex-officio*, will remain on the AAB until he or she ceases to work in that post at the Academy.
- 4.3. Subject to remaining eligible to be a particular type of member, any person may be re-appointed or re-elected to the AAB.

5. Resignation and removal

- 5.1. A person serving on the AAB shall cease to hold office if:
- he or she resigns their office by giving notice in writing to the clerk of the AAB;
 - in the case of the Principal or a staff member he or she ceases to work for the Trust;

- the Trustees terminate the appointment of a member whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the academy.

5.2. For the avoidance of doubt, a parent member shall not automatically cease to hold office solely by reason of their child ceasing to be a student at the Academy but may continue until their current term of office ends.

6. **Disqualification of AAB members**

6.1. A person shall be disqualified from serving on the AAB if they would not be able to serve as a Trustee in accordance with paragraphs 68-80 of the Articles.

7. **Appointment and removal of Chair and Vice Chair**

7.1. The Chair and Vice Chair of the AAB shall be appointed by the Trustees after consultation with the AAB and Principal and may be removed from office by the Trustees at any time. The Principal is not eligible to act as Chair or Vice Chair.

7.2. The term of office of the Chair and Vice Chair shall be one year. Subject to remaining eligible to be a member of the AAB, any member may be re-appointed as Chair or Vice Chair of the AAB.

7.3. The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:

- they cease to serve on the AAB;
- they are employed by the Trust at the academy;
- in the case of the Vice Chair, he or she is appointed to fill a vacancy in the office of the Chair; or
- the Trustees terminate the office of a Chair or Vice Chair whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.

7.4. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the members of the AAB shall elect one of their number to act as chair for the purposes of that meeting.

8. **Committees**

8.1. Subject to the prior agreement of the Trustees, the AAB may establish subcommittees who may include individuals who are not members of the AAB, provided that such individuals are in a minority.

8.2. The AAB may delegate to a subcommittee or any person serving on the AAB, subcommittee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the AAB may impose and may be revoked or altered. The person or subcommittee shall report

to the AAB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the AAB immediately following the taking of the action or the making of the decision.

9. **Proceedings of the AAB**

9.1. *Clerk*

9.2. The Trustees will appoint the clerk to the AAB after consultation with the AAB and Principal.

9.3. *Meetings*

9.4. The AAB shall meet at least once in every term and shall hold such other meetings as may be necessary.

9.5. Meetings of the AAB shall be convened by the clerk to the AAB, who shall send the members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.

9.6. Any member shall be able to participate in meetings of the AAB by telephone or video conference provided that they have given reasonable notice to the clerk of the AAB and that the members have access to the appropriate equipment.

9.7. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the AAB.

9.8. *Quorum*

9.9. The quorum for a meeting of the AAB, and any vote on any matter at such a meeting, shall be any three of the members of the AAB, or, where greater, any one third (rounded up to a whole number) of the total number of members of the AAB at the date of the meeting.

9.10. *Voting*

9.11. Every matter to be decided at a meeting of the AAB shall be determined by a majority of the votes of the members present and entitled to vote on the matter. Every member shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A member may not vote by proxy.

9.12. Any member who is also an employee of the Trust shall withdraw from that part of any meeting of the AAB at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

9.13. A resolution in writing, signed by a majority of the members entitled to vote, shall be valid and effective as if it had been passed at a meeting of the AAB duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the AAB members.

9.14. *Conflicts of Interest*

- 9.15. Any member who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest as defined below) which conflicts or may conflict with his duties as a member of the AAB shall disclose that fact to the AAB as soon as he or she becomes aware of it. A person must absent himself from any discussions of the AAB in which it is possible that a conflict will arise between their duty to act solely in the interests of the academy and Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 9.16. A member of the AAB has a Personal Financial Interest if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the member or any person living with the member as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.
- 9.17. *Minutes of meetings*
- 9.18. At every meeting of the AAB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 9.19. The clerk to the AAB shall ensure that a copy of the agenda for every meeting of the AAB, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Clerk to the Trustees.

10. **Delegated powers**

10.1. *General principles*

10.2. In the exercise of its delegated powers and functions, the members of the AAB shall:

- ensure that the Academy is conducted in accordance with the object of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;
- promptly implement and comply with any policies or procedures communicated to the AAB by the Trustees from time to time;
- review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
- work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
- be open about decisions and be prepared to justify those decisions;
- keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust; and
- adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.

10.3. Each AAB member will be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a member's responsibility to consider if,

and raise any concerns where, they feel that appropriate training and development is not being provided.

- 10.4. AAB members shall be expected to report to the Trust against KPIs which have been set for the Academy and provide such data and information regarding the business of the Academy and the students attending the Academy as the Trustees may require from time to time.
- 10.5. *Levels of delegation*
- 10.6. The Scheme of Delegation accompanying these terms of reference sets out what powers are retained by the Trust and which powers are delegated from the Trust to the AAB. For the avoidance of doubt, where a power is not expressly delegated to the AAB, it will be deemed to have been retained by the Trust regardless of whether it is specified in the Scheme of Delegation.
- 10.7. The Scheme of Delegation may be reviewed by the Trustees at any time but shall be reviewed at least annually. The Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the AAB.
- 10.8. *Delegation to the Principal of the Academy*
- 10.9. Subject to the responsibilities of the AAB and the policy statements of the Trust, the Principal of the Academy shall be responsible to the AAB for:
 - implementing the agreed policies and procedures laid down by the AAB including the implementation of all statutory regulations;
 - advising the AAB on strategic direction, forward planning and quality assurance;
 - the leadership and management of the Academy;
 - advising the AAB (and/or the admissions committee, where applicable) on the admission of students;
 - managing the delegated budget and resources agreed by the AAB;
 - advising the AAB on the appointment of any Deputy, Vice or Assistant to the Principal and such other senior posts as the AAB may determine;
 - the appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or the AAB), the salary grading, allocation of duties, appraisal and discipline of all staff;
 - the maintenance of good order and discipline by the students including their suspension and/or exclusion within the framework laid down by the AAB; and,
 - all such additional functions as may be assigned under the job description or contract of employment.