



## **Responsibilities and Accountabilities**

**This document sets out responsibilities and accountabilities within Rye Academy Trust.**

### **Memorandum and Articles of Association**

The articles of association set out the internal management, decision making and running of the academy trust and its liability. The articles of association form an annex to the funding agreement.

### **1. Roles and responsibilities**

#### **1.1 The role of the members**

In accordance with the articles, the trust will maintain a minimum of 3 members (Article 18) whose responsibilities are summarised as follows:

- To ensure that the academy trust's charitable objectives are being met
- To maintain an overview of the effectiveness of the trust's structure
- To appoint the board of trustees (Article 50)
- To remove trustees (Article 66)
- To appoint or remove members (Article 13)

#### **1.2 The role of the trustees**

There will be a minimum of 3 trustees (Article 45) whose term of office shall be four years (Article 64).

The trustees are the charity trustees (within the terms of section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the trust in accordance with the provisions set out in the memorandum and articles of association. The board of trustees is the accountable body for the performance of academies within the trust and as such must:

- Ensure clarity of vision, ethos and strategic direction
- Hold the executive to account for the educational performance of the academies and their learners, and the performance management of staff
- Oversee the financial performance of the trust and make sure its money is well spent

Collectively, trustees are responsible for governing and exercising all the powers of the trust.

- To elect annually the chair and vice chair of the board of trustees (Article 82)
- To appoint and delegate powers to the CEO and trust committees
- To appoint (and remove) the clerk to the trust



- To appoint (and remove) committee chairs (where in place)
- To manage the business of the company in accordance with the memorandum & articles of association, and companies act 2006
- To expend the funds of the company in order to achieve the object of the company
- To enter into contracts on behalf of the company (Article 94b)
- To assess going concern in regards to preparation and approval of the annual accounts
- To operate trust bank accounts and authorise bank account signatories
- To monitor compliance of member academies with the law and statutory guidance

### **1.3 The role of the chair of trustees**

The chair of trustees will hold the following responsibilities:

- To ensure that the trust board is effective in setting and implementing the trust's direction and strategy
- To take the chair of all general meetings and board meetings
- To take a lead role in determining the composition and structure of the board
- To provide leadership to the board
- To ensure proper information for the board, including approving trust board agendas & draft minutes for circulation
- To plan and conduct board meetings effectively, including final decision on interpretation of any aspects of the operation of the board or its committees
- To provide support to the chief executive
- To lead the process of recruiting the chief executive & making recommendations to the trust board re an appointment
- To recommend a policy & procedure for the chief executive's performance management; either directly or through nominating a relevant trustee(s), setting and reviewing the chief executive's objectives, carrying out a performance review on behalf of the trust board and reporting on this to the trust board

**Disqualification: Any executive team member (i.e. chief executive and director of finance, or any other trustee employed by the trust)**

### **1.4. The role of the chief executive officer (CEO)**

The CEO has the delegated responsibility for the operation of the trust including the performance of the trust's academies. The CEO leads the executive management team of the trust and performance manages the academy principals (with the local governing board chair).

The CEO is the accounting officer so has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability, avoiding waste and securing value for money.



The CEO holds the following responsibilities:

- Supporting the trust board in developing/setting the trust's overall strategy, including, the development of strategic & operational plans and budgets for review/approval by the trust board
- Delivery of the strategy and operational management of the trust & reporting on progress
- Development of the trust's financial reporting framework, including: management of the trust's finances in accordance with financial regulations and reporting on business performance against plans & budget
- Ensuring the academies' development plans align to trust strategy
- Supporting the development and implementation of the trust's communication processes, including systems for ensuring effective stakeholder engagement
- Ensuring the effective management of the academies and other initiatives in line with policy/quality standards
- Supporting the development and implementation of a quality assurance framework for trust board approval
- Development and operation of the academies' performance management & reporting frameworks
- Ensuring effective implementation of the scheme of delegation
- Ensuring the effective servicing and support of committees
- Development of systems of internal control & risk management, relating to pupil provision, safeguarding, curriculum, health & safety, ensuring their effective operation and reporting to the trust board as appropriate
- Appointing senior staff in the academies and putting in place procedures for the proper performance management, professional and personal development of staff
- Reporting to the trust board any issues or concerns which might reasonably be expected to expose the trust to significant reputational, business, financial, legal or other risk

### **1.5 The role of the headteacher**

The headteacher is responsible for the day to day management of the academy. The headteacher is managed by the CEO and reports to the board of trustees on matters relating to the performance of the academy.

### **1.6 The role of the chair of a committee**

- To ensure the business of the committee is conducted properly, in accordance with the law, statutory guidance, trust policies and procedures and powers delegated by the trust board
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making



- To establish and foster an effective relationship with the CEO, officers and senior staff based on trust and mutual respect for each other's roles. The chair has an important role in ensuring that the committee acts as a sounding board for senior staff and supports the CEO to follow the strategic direction set by the trust board
- To ensure that the trust board are made aware of the business of the committee in accordance with the trust's reporting framework

## **2. Terms of reference**

### **2.1 Board of Trustees**

#### **Quorum**

The quorum for meetings of the Board of Trustees is three trustees.

#### **Strategy & planning**

- To ensure that the company operates in accordance with the law (including the companies act 2006), the articles of association and any directions given by special resolution.
- To agree the trust's vision, mission & values
- To set the strategic direction
- To agree strategic and annual operating plans & budgets
- To assess going concern in regards to preparation and approval of the annual accounts
- To approve estates strategy
- To approve the sale, purchase or disposal of any capital asset
- To approve admissions arrangements to the trust's academies
- To be accountable to the DfE for the performance of the academies
- To evaluate outcomes and performance of the academies and provide challenge and support to the CEO and principals
- To approve the academies' development plans/post inspection action plans
- To approve the trust's quality assurance framework
- To approve the trust's performance management & reporting framework including key performance indicators; to monitor performance in implementing the strategy and managing the trust, & decision-making on action required
- To approve the trust's framework for corporate communications & brand management and systems for ensuring effective stakeholder engagement
- To approve the trust's business continuity/emergency response strategy
- To be responsible for the trust's insurance arrangements
- To appoint the trust's legal advisers & approve the terms of their appointment
- To approve the trust's information systems strategy & policy
- To approve the trust's policy on charging & remission of fees
- To ensure the trust maintains a safe, legal, and compliant position in relation to statutory responsibilities -i.e. PSED, safeguarding etc.



## Governance

- To hold at least three trust board meetings a year\*
- To appoint or remove the chair and vice chair of the trust board\*
- To appoint or remove the clerk to the trust\*
- To suspend a trustee\*
- To approve the trustee code of conduct
- To decide which functions of the trust board will be delegated to committees, groups and individuals\* - and to review the delegation arrangements annually
- To appoint committee chairs & members
- To monitor and receive reports on progress of work from any individual or committee to whom a decision has been delegated and to consider whether any further action by the trust board is necessary\*
- To agree the programme of work and calendar of meetings for the trust board and its committees, for the academic year based on known cycles of academy, financial, HR management
- To be available and respond to matters of particular difficulty, sensitivity or emergency and offer advice to the CEO
- To approve the trust's complaints policy
- To nominate trustees to serve on hearings and appeals as required

\*these matters **cannot** be delegated to either a committee or an individual.

## Finance

- To approve the budget for the trust for the financial year
- To approve the annual report & accounts
- To monitor and review the financial performance of the trust, ensuring solvency through effective financial management – e.g. monitoring cash flow
- To ensure that the trust operates within the financial regulations set by the DfE within the academy's funding agreement and the current academies financial handbook.
- To approve the financial regulations
- To approve the trust's bankers
- To approve opening/closing of bank accounts & cheque signatories
- To decide on levels of delegated authority in relation to limits of financial authority
- To approve the trust's policy on charging & remission of fees
- To appoint external auditors & approval of changes to auditors' terms of engagement
- To review external auditors' management letter & decisions re action on issues arising

## Human Resources

- To approve the organisational structure (trust-wide) including each academy's SLT and staffing complement
- To approve the HR strategy, including reward & remuneration & pay
- To appoint the CEO
- To support the CEO in the recruitment of executive team members/academies' SLT and to approve these appointments



- To performance manage and approve performance pay awards for the CEO
- To monitor compliance with the Single Central Register and safeguarding requirements pertaining to recruitment of staff
- To be the final internal appeal stage for staff under the disciplinary, grievance, pay, policies

### **Internal control & risk management**

- To appoint the trust's accounting officer and responsible officer
  - To approve the trust's systems of internal control including policies on:
    - health & safety
    - data protection
    - whistle blowing
    - safeguarding
  - To approve the trust's risk management strategy, including the risk register, & decision(s) on action required
  - Decision making on any other matter or prospective transaction which might reasonably be expected to expose the trust to significant reputational, business, financial, legal or other risk
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