Windsor Academy Trust

Unlocking Academic and Personal Potential

Windsor Academy Trust

Structure of Governance, Terms of Reference and Code of Conduct

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CONTENTS

	Pages
Introduction	
• WAT Structure of governance	2 - 3
Terms of Reference	
• Board of Directors	4 - 11
• Audit and Risk Committee	12 - 17
• Finance Committee	18 - 21
• Education Performance and Standards Committee	22 - 24
• People and Culture Committee	25 - 27
• Pay/Remuneration Committee	28 - 30
• Local Community Committees	31 - 35
Conduct	
• WAT Directors Code of Conduct	36 - 39
• Local Community Committee Code of Conduct	40 - 42
• The Seven Principles of Public Life (the Nolan Principles)	43
• Policy on Conflict of Interest and Related Parties	44- 46

WINDSOR ACADEMY TRUST
STRUCTURE OF GOVERNANCE

Windsor Academy Trust has established a clear organisational structure with identified lines of accountability and reporting for all of its operations. This includes defining the responsibilities of the Board of Directors and those responsibilities delegated to its committees and officers within the Trust.

Scheme of Delegation
The responsibilities of the Board of Directors and its committees are set out in the Trust's Scheme of Delegation and Financial Scheme of Delegation. The schemes make clear which functions are retained at Board level and which are delegated, providing clarity on the role and remit of each part of the structure, as well as the relationship and reporting arrangements between them. Through these schemes the Board of Directors have defined where all key governance functions are exercised.

Windsor Academy Trust Members
The Members of Windsor Academy Trust are the guardians of the governance of the Trust. They have a limited but distinct role and are essential to the integrity of the governance structure. They are the last line of defence from failures of governance and failure to uphold the Trust's charitable purpose. Whilst it is the Board of Directors who are responsible for the core governance functions and conducting the business of the Trust, members have certain key powers afforded to them:

- Ensuring the Trust's charitable objectives are being met
- Approving and signing the Memorandum and Articles of Association
- Determining the name of the Trust
- Appointing and removing Members and Directors
- Appointing and removing the external auditors
- Dissolving the Trust

Board of Directors
Subject to the provisions of the Companies Act 2006, the Trust's Articles of Association and to any directions given by the Members by special resolution, the business of the Trust is managed by the Board of Directors who exercise all the powers of the academy trust. The Board of Directors is responsible for the overall strategic direction of the Trust, as well as holding executive leaders to account for delivering agreed priorities and ensuring the financial probity of the Trust. There are key matters that are reserved for the Board of Directors:

- Responsibility for the Trust's strategy, objectives and values
- Approval of new schools joining the Trust
- Approval of Trust plans, targets and budgets
- Oversight of long-term financial planning, maintenance, risk mitigation, internal controls and compliance with regulations
- Approval of material acquisitions or disposal of land or buildings
- Approval of significant changes in accounting policies or practices
- Approval of annual accounts
- Approval of the Scheme of Delegation and Financial Scheme of Delegation
- The appointment of the Chair and Vice Chair of the Board and approval of the Board's committee structure and composition, including the appointment of Committee Chairs.
- Appointment of CEO, CFO and school headteachers
- Ensuring effective safeguarding policies and procedures are in place

Board of Director Committees
In order to allow the Board of Directors to focus on their core functions, some other powers and functions are delegated to committees, the Chief Executive Officer and school Headteachers. To ensure oversight, all delegated actions taken and decisions made are reported back to the Board of Directors. The committees to which the Board of Directors will delegate powers and functions to, as defined in the Scheme of Delegation, are:

- Audit and Risk Committee
- Finance Committee
- Education, Performance and Standards Committee
- People and Culture Committee
- Pay/Remuneration Committee

The constitution, membership and proceedings of these committees are determined by the Board of Directors and clarified through Terms of Reference for each committee. The establishment, Terms of Reference, constitution and membership of all committees will be reviewed at least once every twelve months.

Local Governance Arrangements
Local governance is an integral element of governance in an academy trust, extending the reach and knowledge of the Board of Directors into our schools and local communities, providing vital local information in informing decision making. Provision is made for at least two parent representatives to serve on each established Local Community Committees, as set out in the Articles of Association.

Executive Functions
Whilst the Board of Directors is ultimately accountable for the outcome of all decisions, management and implementation of decisions is largely an executive function. In accordance with the Academy Trust Governance Guide, the expectation is that executive leaders are responsible for the internal organisation, management and control of the schools. Since, however, the Board of Directors is responsible in law for all of the schools in the Trust, it may intervene in operational matters if a circumstance arises where, because of the actions or inactions of executive leaders, a school or the Trust may be in breach of a duty.

To allow sufficient bandwidth for Directors to perform their strategic leadership role in the Trust, decision-making functions are delegated to the Chief Executive Officer wherever possible. It is for the Chief Executive Officer to determine how functions are delegated to the Executive Team

Chair's Action
In academy trusts there is no automatic delegation of power to act in cases of urgency. The Board of Directors can however, in accordance with the articles of association, grant power to the Chair of the Board of Directors to act in specific circumstances of urgency where it is believed that a delay would be likely to be seriously detrimental to the interests of the Trust; any student of the Trust or their parent; or a member of staff.

Clear separation
Clear separation between the layers of governance means that the individuals making up one tier of the governance structure of the organisation are not the same as another tier. The requirement for significant separation, particularly within MATs, is made explicit in the Academy Trust Handbook. Good governance requires a separation of roles to ensure objectivity and avoid conflicts and individuals having undue power and influence.

TERMS OF REFERENCE
BOARD OF DIRECTORS

1. Values and Principles

1.1 The Board of Windsor Academy Trust (WAT) will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Trust;
- Be accountable to its stakeholders and regulatory bodies for its activities;
- Engage in a partnership with the Executive Team that enables and supports excellent management of the Trust and of the Trust's academies which, in turn, enables high and improving standards of educational outcomes;
- Act in accordance with the Trust's Articles of Association and Scheme of Delegation.

2. The Purpose of Governance

2.1 The purpose of governance is to provide:

- strategic leadership
- accountability and assurance
- strategic engagement

2.2 The Board has collective accountability and strategic responsibility for the Trust. It has a focus on ensuring the Trust delivers an excellent education to pupils while maintaining effective financial management and must ensure compliance with:

- The Trust's charitable objects
- Regulatory, contractual and statutory requirements
- The funding agreement

3. Powers, Functions and Responsibilities of the Board of Directors

3.1 An academy trust is not only an educational establishment but also a company limited by guarantee and an exempt charity. Directors of the Board are therefore:

- Trustees of the trust as a charity
- Directors of the trust as a Company limited by guarantee

3.2 The Trust is the employer of all central and academy staff, and has responsibility for the health and safety of those staff, its pupils and any visitors. The Board of Directors has collective accountability and responsibility for the Trust on behalf of the Members.

3.3 In summary, the WAT Board of Directors is responsible for:

- Establishing the vision, strategy, ethos and values for the Trust, setting standards for conduct and values;
- Operating the Trust in accordance with the objects of the trust as set out in the Articles of Association;
- strategic and statutory responsibility for safeguarding and special educational needs and disabilities (SEND) arrangements within (and across) the Trust;
- Designing a strategy and structure for the governance, operation and development of the Trust, including a clear strategy for the growth of the Trust, ensuring that capacity is built to support additional academies well;
- Monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;

- The policies of the Trust and its academies including those related to education, pupil/student well-being, people, finances, performance and compliance;
- Safeguarding the assets of the Trust, ensuring that estates are safe and well-maintained;
- A Scheme of Delegation that maintains the Board's accountabilities and responsibilities, maximises the benefits of collaboration and standardisation while reflecting the particular contexts and needs of individual academies, and ensures that delegation to individual academies reflects their educational standards and performance;
- The delegation of the running of the Trust and its academies to the executive team within the agreed policies and strategies;
- Supporting excellent management and administration of the Trust by the Executive Team, through a strong and effective executive leadership structure, making sure that the Executive Team is equipped with the relevant resources, skills and guidance;
- Holding the executive team to account, ensuring that senior leaders are challenged to improve the education of pupils/students;
- intervening when standards and/or performance are not progressing according to plan at an academy;
- Financial and non-financial controls and financial management of the trust in accordance with the provisions of the Academy Trust Handbook;
- Risk management - that is identifying, quantifying and devising systems to minimise the major risks affecting the Trust;
- Ensuring the Trust and the academies are conducted in compliance with the general law, fulfilling legal and statutory requirements.

4. Accountability of the Board of Directors

4.1 The Board of Directors is chiefly accountable to:

- The beneficiaries of the Trust (pupils/students at the academies, their parents/carers and the local community) for the quality of education and pastoral care at the academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils/students;
- The Department for Education (DfE), and specifically the Secretary of State (SoS) under the terms of the Funding Agreement;
- The SoS (in their role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- The employees of the Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety
- The Members of the Trust, who have ultimate oversight and control over the Trust, with the ability to appoint Directors and the right to amend the Trust's Articles of Association;
- Other regulatory authorities for compliance with regulated responsibilities to which the Trust and its academies are subject.

5. The Business of the Board of Directors

5.1 The Board provides the framework for the governance, operation and development of the Trust, through its strategies, policies, structures, systems, ethos and vision. Within this framework, academies are supported to manage themselves successfully in order to maximise their impact on pupils'/students' outcomes, with the benefits of a strong and efficient central support and challenge function.

5.2 The Board is required to:

- Establish a clear governance structure, in keeping with the Articles of Association, and to ensure that all involved in the Trust and at the academy level understand their roles and responsibilities compared to those of the Board;
- Determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities;
- Hold the Executive Team to account. The Board should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but must also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Trust;
- Demonstrate its impact on and contribution to improvements in students'/ pupils' outcomes.

5.3 The work of the Board must also:

- Reflect a good understanding of performance data, and knowledge of the progress and performance of pupils/students, in all the Trust's academies;
- Encourage and promote collaboration between academies within the Trust, and with other schools and other sectors, including employers, locally and nationally;
- Include periodic review of its structures and practice, making use of experiences and expertise outside the Board when appropriate;

5.4 In carrying out its work the Board will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Appendix 1), and will comply with all legal and statutory requirements as prescribed in:

- The Articles of Association
- The Academy Trust Handbook
- The DfE Academy Trust Governance Guide
- The Academy Trust Governance Code
- These Terms of Reference
- The Scheme of Delegation
- The Conflicts of Interest Policy
- The Code of Conduct for Directors
- All other relevant policies of the Trust

5.5 The Board 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).

6. Delegation of Powers of the Board

6.1 The Board cannot delegate its responsibilities. The Board can, however, determine what decisions it will take for itself, what will be delegated to committees, groups or individual Directors (e.g. the Chair) and what will be delegated to the executive team. This is set out in the Trust's Scheme of Delegation. The Board must also consider when and from whom they should take professional advice.

6.2 In determining whether delegation is appropriate, the Directors will have regard to the following principles:

- Non-executive powers must be exercised by the Directors personally and may not be delegated;
- Except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and the Executive Team, who may authorise further delegation;
- Delegation should help to secure improvement, effective working and increased efficiency;

- Every act of delegation is only a delegation of powers and does not relieve the Directors of responsibility.

6.3 Delegations can be made to:

- Board committees including the following committees:
  - Finance
  - Audit and Risk
  - People and Culture
  - Education, Performance and Standards
  - Pay/Remuneration
  - Local Community Committees
- Any established local governance representative bodies (Resolutions Team)
- Any individual Director
- the Executive Team (which in turn may delegate to further individuals).

6.4 The Board may establish a list of powers as “Reserved Matters" that may not be delegated.

6.5 The Board also delegates link role responsibilities to Directors appointed at the first Board meeting of the academic year, with each role and remit outlined in an established link role descriptor. The four key remits are:

- Safeguarding
- SEND
- Careers
- Governance

7. Chair and Vice Chair of Trust Board

7.1 At the first meeting in each school year, the Directors shall elect a Chair and Vice Chair from among their number. A Director who is employed by the Trust is not eligible for election as Chair or Vice Chair. A change of Chair will be subject to an Chair’s Suitability Check application to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

7.2 The main role of the Chair is to Chair meetings of the Board. They also provide leadership to the Directors and act as the main point of contact between the Directors and the Executive Team. The Chair is also expected to carry out an annual review of each Director’s contribution to the Board’s performance and to ensure that each Director is investing in their own development.

7.3 Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to Chair meetings of the Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Board), the Chair has no special powers or rights over any other Director. If the Chair is to carry out certain specific functions then these must be expressly delegated by the Board.

7.4 It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair will hold the same role for more than six years.

7.5 The Board will develop succession plans and invest in the development of Directors to prepare them for the role of Chair and Vice Chair. It is expected that Directors who put themselves forward as Vice Chair will see this as preparation for the role of Chair, although all suitably qualified and experienced Directors will be encouraged to put themselves forward for election as Chair.

8. Meetings of the Trust Board

8.1 There will be a minimum of six meetings of the Board each academic year. Meetings of the Directors shall be convened and conducted as provided by the Articles of Association.

8.2 In determining the agenda for the Board meetings and committee meetings, the Directors will have regard to the requirement on them to:

- Ensure good financial management and effective internal financial and non-financial controls;
- Comply with the Funding Agreement and the current version of the Academy Trust Handbook (or successor documents);
- Receive and consider information on financial performance at least six times a year; and take appropriate action to ensure ongoing viability against agreed budgets;
- Discharge their responsibilities as set out in the Scheme of Delegation;
- Take into account the roles of other elements of governance, so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making.

8.3 The Board should have a professional governance professional/governance professional at each meeting, providing information and guidance on regulatory practice and procedures, and who takes the minutes and issues the agenda.

8.4 In consultation with the Chair, the governance professional/governance professional to the Board shall prepare an annual plan for the meetings of the Directors.

9. Risk Management

9.1 The Trust's statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

9.2 The Directors' report therefore must include a description of the principal risks and uncertainties facing the trust and any subsidiary undertakings, as identified by the Directors. The report must also include a summary of the Directors' plans and strategies for managing these risks. The Directors must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

9.3 The Directors are therefore responsible for:

- Identifying the major risks that apply to the 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);
    - regulatory risks (compliance with legislation, changes in policies of the regulators etc)
    - reputational risks (perceptions of parents/carers and the wider community, and of other key stakeholders).
- Making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks;
- Making appropriate statements regarding the management of risks in the annual report.

9.4 The Board, supported by the committees and the Executive Team, shall ensure that there is a risk register for approval by the Directors, along with a procedure by which the risk register

shall be subject to regular review. The risk register shall have named roles assigned to manage each area.

10. The Management of Conflicts of Interest

10.1 The Companies Act 2006 imposes a statutory duty on the Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- Declare the nature and extent of any interest in any matter relating to the Trust;
- Avoid any conflict of interest between that interest and the interests of the Trust.

10.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the trust and their own personal interests or for a Director to be influenced by conflicting duties to the Trust and a third party.

10.3 To ensure the advance identification of related party transactions, Directors have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

10.4 Further details are set out in the Conflicts of Interest Policy with which the Directors are obliged to comply.

10.5 Regardless of whatever Directors may do outside this role, they may not see themselves as representatives of another body on the Board.

11. Composition of the Trust Board

11.1 The composition of the WAT Board of Directors is as follows:

- Up to ten Directors appointed by the Members by ordinary resolution
- Up to three co-opted Directors

11.2 Provision is made for at least two parent representatives to serve on each established local community committees, therefore meaning that there is no requirement for the WAT Board to include parent Directors.

11.3 Member appointed Directors shall include the Chief Executive Officer, providing that they agree to act.

11.4 The de-facto length of tenure for all WAT Directors (save for the CEO whose post is held ex-officio) will be eight years (two consecutive terms). Although the expectation would be for all Directors to serve no more than two consecutive terms, it is recognised that there may be occasions when it would be in the best interests of the Trust to give consideration to a Director serving for an additional term and for any such proposal to be supported by a comprehensive explanation.

11.5 In determining the size of the Board, a balance needs to be struck between being sufficiently small to remain focused and efficient, while being sufficiently large to bring in the skills and capacity needed to lead a diverse, substantial and complex organisation. It is essential that the Board has a mix and range of skills and experience. The Board must therefore be aware of the skills, expertise and attributes needed to ensure effective governance, and of the skills, expertise and attributes that the current Directors bring. The Board will identify any gaps with a view to bridging these through recruitment, training and development.

11.6 There should be significant separation between the individuals who are Members of the Trust and those who are Directors. The DfE’s strong preference is for a majority of members to be independent of the Board of Directors as outlined in the Academy Trust Handbook.

12. Recruitment of Directors

12.1 Members and Directors must be able to identify potential new Directors in order to increase diversity and plan for succession, which combines continuity of experience and expertise with new ideas and energy. In order to attract suitable Directors from a wide pool of candidates the Board will use a range of methods, in proportion with the size and resources of the organisation.

12.2 The Board as a whole is responsible for ensuring that:

- The skills and experiences of any new Director fit in with the Trust's requirements, ethos and values in the short, medium and longer term;
- Each new Director is not disqualified from acting as a Director by any provision of the Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- There is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Director takes up position;
- The new Director understands the responsibility they are taking on and consents to act as a Director.

12.3 Each new Director will be properly inducted to ensure that they understand the nature and extent of their role and responsibilities. It is the duty of a new Director to ensure that they understand WAT's moral purpose, values and strategy and the family of schools and familiarise themselves with the trusts' governance framework documentation.

12.4 The trust shall provide each new Director with all relevant information including:

- the Academy Trust's Articles of Association
- these Terms of Reference
- the Scheme of Delegation
- The Code of Conduct for Directors
- the Conflicts of Interest Policy
- all other relevant policies.

12.5 Directors are required to sign the WAT Director Declaration and to declare any Pecuniary or Business Interests within two weeks of appointment, and within two weeks of any agreed revised declaration.

12.6 The Head of Governance shall ensure that any appointment of a new Director is notified to the Department of Education (via GIAS) and Companies House within 14 days of the appointment.

13. Training and Development of Directors

13.1 The Directors shall ensure that the Board has the skills and experience needed to perform its functions effectively and that it is able to appoint suitably knowledgeable and experienced Directors to each committee, supported by effective induction arrangements. Training and development opportunities will therefore be made avaiLCCle to enable Directors to develop and enhance their skills and knowledge. Directors will also be kept up to date with developments in the legal and regulatory framework in which the Trust operates.

13.2 The Board is expected to have in place a system for evaluating Directors' performance, with a view to identifying gaps in their knowledge and skills in order to develop any interventions required for addressing these. Such evaluation shall be carried out annually.

13.3 The Board shall ensure that, through its appointments, all committees have the skills and experience needed to perform their functions effectively.

14. Stakeholders

14.1 The Board is expected to have regard to the views of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- The communities served by WAT
- Students/Pupils
- Parents/Carers
- Staff

TERMS OF REFERENCE
AUDIT AND RISK COMMITTEE

1. Values and Principles

1.1 The Audit and Risk Committee (the Committee) of Windsor Academy Trust (WAT) will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT
- Be accountable to its stakeholders and regulatory bodies for its activities
- Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies
- Act in accordance with the Trust's Governance Principles and Scheme of Delegation respect the important, confidential and sensitive nature of its work

2. Powers and functions of the Audit and Risk Committee

2.1 The Committee's powers and functions are those delegated to it by the Board of Directors as shown in the Trust's Scheme of Delegation. As currently determined, the Committee's responsibilities and functions include decision making on behalf of the Board, as well making proposals and recommendations for decisions made elsewhere.

2.2 The Committee has responsibility for providing oversight and assurance as to the effectiveness and robustness of the Trust's financial and non-financial controls, governance and audit arrangements, system of internal control and risk management.

2.3 The Committee is responsible for reporting its findings regularly and annually to the Board of Directors and the Accounting Officer as a critical element of the Trust's annual reporting requirements.

3. Accountability of the Audit and Risk Committee

3.1 The Committee is accountable to the Board of Directors and reflects the Board's wider accountabilities. It is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by the Board.

3.2 The Audit and Risk Committee is authorised to:

- Request any information it requires from an employee, external audit, internal audit, or other assurance provider.
- Obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Board of Directors.

4. The Business of the Audit and Risk Committee

4.1 The Committee will:

- Advise the Board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering or remuneration. Considerations may include:

    - the scrutineer's sector expertise
    - their understanding of the trust and its activities
    - whether the audit process allows issues to be raised on a timely basis at the appropriate level
    - the quality of scrutineer comments and recommendations in relation to key areas
    - where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers
    - the scrutineer's use of technology
- Ensure there is coordination between internal audit/scrutiny and external audit and any other review bodies that are relevant;
- Consider the reports of the auditors/scrutineers and, when appropriate, advise the Board of material control issues;
- Encourage a culture within the Trust whereby each individual feels that they have a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board.
- Provide minutes of all Audit and Risk Committee meetings for review at Board meetings.

5. External Audit

5.1 The Committee will:

- Review the external auditor's plan each year
- Review the annual report and accounts;
- Review the auditor's findings and actions taken by the Executive Team in response to those findings;
- Undertake the annual review of the effectiveness of the external auditor and recommend to the members whether to reappoint the external auditor;
- Produce an annual report of the committee's conclusions to advise the Board and Members.

6. Internal Scrutiny

6.1 The purpose of the internal audit is to provide assurance to the Board that the Trust's internal controls, governance and risk management are effective and robust.

6.2 The Committee will:

- Take delegated responsibility on behalf of the Board for examining and reviewing all systems and methods of control both financial and non-financial, including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academy Trust Handbook;
- Conduct a regular review of the risk register;
- Review/agree an annual programme of internal scrutiny, which is objective and independent, covering systems, controls, transactions, and risks;

- Advise Directors on the adequacy and effectiveness of the trust's systems of internal control, governance, and risk management processes;
- Review the scrutineer's findings and actions taken by the Executive Team in response to those findings;
- Consider the appropriateness of executive action following internal scrutiny reviews and to advise the board on any additional or alternative steps to be taken;
- Oversee the annual review of the trust's risk register, ensuring that effective risk management policies and procedures are in place and followed;
- Undertake the annual review of the effectiveness of the internal scrutineer and decide whether to reappoint the internal scrutineer.

7. Internal Controls

7.1 The Committee shall keep under review the Trust's internal financial control systems that identify, assess, manage and monitor financial and non-financial risks, and other internal control and risk management systems. It will review the statements to be included in the annual report concerning internal control, risk management, including the assessment of principal risks and uncertainties. It will advise the Board on the benefits of the DFE's Risk Protection Arrangements (RPA) or obtaining its own commercial insurance provision.

8. Risk Assurance

8.1 The Committee will:

- Oversee the annual review of the Trust's risk register and conduct a review of the risk register at each meeting;
- Monitor the effectiveness of risk management policy and processes;
- Review any risks to the academy trust's systems of internal control and agree a programme of work to address, and provide assurance on, those risks to the Board of Directors as appropriate.
- Review, monitor and assess periodically major aspects of risk such as:
    - damage to the trust's reputation
    - loss of funds
    - changes in government policy
    - risks to standards, systems and controls that may arise from expansion.

9. Compliance, whistleblowing and fraud

9.1 The Committee will:

- Review the adequacy and security of WAT's arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;
- Review WAT's procedures for detecting fraud including a review of the Fraud Policy contained within WAT's financial policy manual;
- Review WAT's systems and controls for the prevention of bribery and anti-money laundering and recommend any required changes;

- Consider appropriate actions following any serious incidents, including fraud, which are reportable to the DfE or would have a major financial or reputational risk to the Trust;
- Ensure that all significant losses have been properly notified and investigated as required by the Academy Trust Handbook;
- Provide assurance to the Board of Directors that WATs filtering and monitoring systems are robust and in line with the requirements of Keeping Children Safe in Education (KCSIE) Statutory guidance and WAT's policies and that WAT systems and processes are keeping students safe online.
- Validate WAT's annual review of filtering and monitoring processes, ensuring compliance against the DfE standards, on behalf of the Board of Directors.
- Gain assurance that the Trust's operations are compliant with the articles of association, funding agreement and the Academy Trust Handbook and is meeting all areas of legal and regulatory compliance, including but not limited to:
    - general principles of charity law and education law
    - health and safety
    - information management
    - employment law
    - conditions and obligations imposed by funding or regulatory bodies

10. Seven Principles of Public Life

10.1 In carrying out its work the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as the Nolan Principles), and will comply with:

- The Articles of Association
- The DfE Academy Trust Governance Guide
- The Academy Trust Governance Code
- The Academy Trust Handbook
- These terms of reference
- The Scheme of Delegation
- The Conflicts of Interest Policy
- The Code of Conduct for Directors
- All other relevant policies of the Trust

10.2 The Committee will:

- Report back to the Board of Directors after each Committee meeting;
- Provide an annual summary report provided by the internal scrutineer and areas reviewed by internal scrutiny covering key findings, recommendations, and conclusions;
- Undertake regular reviews of the Committee's effectiveness including benchmarking against best practice.

11. Delegation of powers of the Committee

11.1 The Committee cannot delegate its powers. It can, however, make proposals to the Board for changes to the Scheme of Delegation.

11.2 The Committee may establish time-limited task groups as long as these relate directly to the delegated powers of the Committee, and to these terms of reference and provide for a more efficient and effective way of working.

12. Membership, Chair and Vice Chair of the Audit and Risk Committee

12.1 At the first Board of Directors meeting in each school year, the Board shall appoint from among their numbers, a minimum of three members to the Committee, as well as appointing a Chair and Vice Chair to the Committee. At least one member of the Committee should have recent or relevant accountancy, or audit assurance experience.

12.2 Neither the Chair of the Board or Chair of the Finance Committee should be Chair of the Committee and employees should not participate as members when audit matters are discussed.

12.3 The main role of the Chair is to chair meetings of the Committee. They also provide leadership to the Committee and act as the main point of contact between the Committee and the Board, and the CEO.

12.4 The Chair has a second or casting vote in any case of an equality of votes at a meeting of the Committee.

12.5 No employees of WAT should be members of the Audit and Risk Committee but key members of staff should be present at all times to inform the work of the committee (such as the Accounting Officer, Chief Financial Officer and the Principal Accountant).

12.6 It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair of the Committee will hold the same role for more than 6 years.The quorate for the meeting will be a minimum of 3 directors.

13. Meetings of the Audit and Risk Committee

13.1 There will be a minimum of three meetings of the Committee each academic year, one per school term. The dates of meetings will be determined by the Board.

13.2 The quorum for meetings will be three Directors.

13.3 In determining the dates and agenda for the Committee meetings, the Board and Committee will have regard to the requirements on them to:

- Ensure good financial management and effective internal controls;
- Comply with the Funding Agreement and the current version of the Academy Trust Handbook (or successor documents);
- Discharge their responsibilities as set out in the Scheme of Delegation;
- Take into account the roles of other elements of governance, so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making;
- Ensure that the external audit and internal audit timescales can be met.

13.4 The Committee will be advised by the CEO, Director of Operations (DoO) and CFO, who will provide information and guidance on finance and regulatory practice and procedures.

13.5 The Committee will have a governance professional who will take minutes of the meetings. The Chair will provide an update at the next Board of Directors' meeting following the Committee meeting. The final minutes of all Committee meetings will be reported to the Board of Directors for adoption. Activities of the Committee will be reported to the WAT Board on a termly basis.

13.6 The Chief Executive Officer/Accounting Officer and Executive Team may attend any meeting of the Committee as well as any Director, including those who are not members of the Audit and Risk Committee. Other persons shall attend meetings at the invitation of the Committee. The Committee shall invite the External and /or the Internal Auditors to attend the November meeting each year.

14. The Management of Conflicts of Interest

14.1 The Companies Act 2006 imposes a statutory duty on Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- declare the nature and extent of any interest in any matter relating to the Trust;
- avoid any conflict of interest between that interest and the interests of the Trust.

14.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Trust and a third party.

14.3 To ensure the advance identification of related party transactions, Directors have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

14.4 Further details are set out in the Conflict of Interest and Related Parties Policy with which the Directors are obliged to comply.

15. Training and Development of Directors

15.1 Directors on the Committee are expected to keep up to date with developments in the financial and regulatory framework in which the Trust operates.

15.2 The Board will ensure that it is able to appoint suitably knowledgeable and experienced Directors to the Committee. The Committee will work with the Board to develop succession plans and invest in the development of Directors to prepare them for the roles of member, chair and vice chair of the Committee.

TERMS OF REFERENCE
FINANCE COMMITTEE

1. Values and Principles

1.1 The Finance Committee (the Committee) of Windsor Academy Trust (WAT) will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;
- Be accountable to its stakeholders and regulatory bodies for its activities;
- Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies;
- Act in accordance with the Trust's Governance Principles and Scheme of Delegation;
- Respect the important, confidential and sensitive nature of its work.

2. Powers and functions of the Finance Committee

2.1 The Committee's powers and functions are those delegated to it by the Board of Directors as shown in the Trust's Scheme of Delegation. As currently determined, the Committee's responsibilities and functions include decision making on behalf of the Board, as well making proposals and recommendations for decisions made elsewhere.

2.2 The Committee has responsibility for the oversight of the Trust's finances, for setting specified financial policies and processes, and for making specified financial returns.

2.3 The Committee will maintain oversight of the Trust's financial systems. Oversight will ensure that information submitted to the DfE that affects funding is accurate and in compliance with the funding agreement.

2.4 The Committee is responsible for reporting its findings termly and annually to the Board of Directors and the Accounting Officer as a critical element of the Trust's annual reporting requirements.

3. Accountability of the Finance Committee

3.1 The Committee is accountable to the Board of Directors and reflects the Board's wider accountabilities. It is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by the Board.

4. The Business of the Finance Committee

Financial Management

4.1 The Committee will ensure that the responsibilities and tasks outlined in the Academy Trust Handbook (ATH) are discharged as outlined further in the Trust's Financial Policy Manual.

4.2 The Committee will develop and sustain a robust financial management framework for the Trust, with the aim of ensuring the sound financial management of the Trust's and its Academies' finances and resources, enabling resources to be used effectively and efficiently in order to maximise their impact on students'/pupils' outcomes. The Committee will ensure that the Trust has in place proper arrangements for financial administration planning, monitoring and probity.

4.3 The work of the Committee must reflect a good understanding of financial performance data, and knowledge of the financial regulations that apply to the Trust. The Committee is required to determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities in relation to funding and finances.

4.4 The Committee will assist the Board in fulfilling its risk management responsibilities with particular reference to financial reporting, making appropriate comments and recommendations

to the Board.

4.5 The Committee will oversee and receive regular reports related to the strategic management of the Trust's estate.

4.6 The Committee will ensure that capital expenditure is effective, with prioritisation and distribution of funds aligned to the Trust's estates management plan.

4.7 The Committee will:

- Ensure effective reporting to the Board, and to other parties as appropriate;
- Encourage and promote collaboration between academies within the Trust, and with other schools and other sectors, including employers, locally and nationally to ensure that best practice is identified and promoted;
- Periodically review its policies and practice, making use of experiences and expertise outside the Board when appropriate;
- Review the annual report and accounts.

4.8 In carrying out its work the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles), and will comply with:

- The Articles of Association
- The DfE Academy Trust Governance Guide
- The Academy Trust Governance Code
- The Academy Trust Handbook
- These terms of reference
- The Scheme of Delegation
- The Conflicts of Interest Policy
- The Code of Conduct for Directors
- All other relevant policies of the Trust

4.9 The Committee will:

- Report back to the Board of Directors after each Committee meeting;
- Undertake regular reviews of the Committee's effectiveness including benchmarking against best practice.
- Provide a summary of its role and responsibilities and actions taken to discharge them, for inclusion in the Annual Report.

5. Delegation of powers of the Committee

5.1 The Committee cannot delegate its powers. It can, however, make proposals to the Board for changes to the Scheme of Delegation.

5.2 The Committee may establish time-limited task groups as long as these relate directly to the delegated powers of the Committee, and to these terms of reference and provide for a more efficient and effective way of working.

6. Membership, Chair and Vice Chair of the Finance Committee

6.1 At the first Board of Directors meeting in each school year, the Board shall appoint from among their numbers, a minimum of three members to the Committee, as well as appointing a Chair and Vice Chair to the Committee. At least one member of the Committee should have recent or relevant accounting experience.

6.2 The main role of the Chair is to chair meetings of the Committee. They also provide leadership

to the Committee and act as the main point of contact between the Committee and the Board, and the CEO.

6.3 The Chair has a second or casting vote in any case of an equality of votes at a meeting of the Committee.

6.4 It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair of the Committee will hold the same role for more than six years.

7. Meetings of the Finance Committee

7.1 There will be a minimum of three meetings of the Committee each academic year, one per school term. The dates of meetings will be determined by the Board.

7.2 The quorum for meetings will be three Directors. With the exception of the Audit and Risk Committee and Pay/Remuneration Committee, the CEO as a serving Director, counts towards the quorum of any committee meeting.

7.3 In determining the dates and agenda for the Committee meetings, the Board and Committee will have regard to the requirements on them to:

- Ensure good financial management and effective internal controls;
- Comply with the Funding Agreement and the current version of the Academy Trust Handbook (or successor documents);
- Ensure that the Board receives and considers information on financial performance at least six times a year; and take appropriate action to ensure ongoing viability against agreed budgets;
- Discharge their responsibilities as set out in the Scheme of Delegation;
- Take into account the roles of other elements of governance, so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making.

7.4 The Committee will be advised by the CEO, CFO and Director of Operations (DoO) , who will provide information and guidance on finance and regulatory practice and procedures.

7.5 The Committee will have a governance professional who will take minutes of the meetings. The Chair will provide an update at the next Board of Directors' meeting following the Committee meeting. The final minutes of all Committee meetings will be reported to the Board of Directors for adoption. Activities of the Committee will be reported to the WAT Board on a termly basis.

7.6 The Chair of the Board of Directors, Chief Executive Officer/Accounting Officer and Executive Team may attend any meeting of the Committee. Other persons shall attend meetings at the invitation of the Committee. The Committee shall invite the External Auditors to attend the November meeting each year.

8. Risk Management

8.1 The Committee should be familiar with the principal financial risks and uncertainties facing theTrust and any subsidiary undertakings. These should be reflected in the Committee's decisions, recommendations, proposals and consultation responses.

9. The Management of Conflicts of Interest

9.1 The Companies Act 2006 imposes a statutory duty on Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- Declare the nature and extent of any interest in any matter relating to the Trust;
- Avoid any conflict of interest between that interest and the interests of the Trust.

9.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Trust and a third party.

9.3 To ensure the advance identification of related party transactions, Directors have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

9.4 Further details are set out in the Conflict of Interest Policy with which the Directors are obliged to comply.

10 Training and Development of Directors

10.1 Directors on the Committee are expected to keep up to date with developments in the financial and regulatory framework in which the Trust operates.

10.2 The Board will ensure that it is able to appoint suitably knowledgeable and experienced Directors to the Committee. The Committee will work with the Board to develop succession plans and invest in the development of Directors to prepare them for the roles of member, Chair and Vice Chair of the Committee.

TERMS OF REFERENCE

EDUCATION, PERFORMANCE AND STANDARDS COMMITTEE

1. Values and Principles

1.1 The Education, Performance and Standards Committee (the Committee) of Windsor Academy Trust (WAT) will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;
- Be accountable to its stakeholders and regulatory bodies for its activities;
- Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies;
- Act in accordance with the Trust's Governance Principles and Scheme of Delegation;
- Respect the important, confidential and sensitive nature of its work.

2. Powers and functions of the Education Performance and Standards Committee

2.1 The Committee's powers and functions are those delegated to it by the Board of Directors as shown in the Trust's Scheme of Delegation. As currently determined, the Committee's responsibilities and functions include decision making on behalf of the Board, as well making proposals and recommendations for decisions made elsewhere.

2.2 In general terms, the Committee has responsibility for the oversight of the quality of education, school improvement and the educational outcomes for the pupils in all the Trust's academies.

3. Accountability of the Education Performance and Standards Committee

3.1 The Committee is chiefly accountable to the Board of Directors and reflects the Board's wider accountabilities. It is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by the Board.

4. The Business of the Education Performance and Standards Committee

4.1 The Education, Performance and Standards Committee is expected to monitor closely the educational performance and standards at each academy, with the aim identifying good practice to be shared, poor performance to be addressed and where direct intervention in an academy is needed in order to secure rapid and significant improvements in pupils' outcomes.

4.2 The work of the Committee must reflect a good understanding of Educational Performance and Standards requirements and targets that apply to the Trust. The Committee is required to determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities in relation to its educational outcomes, and to determine the extent to which the Trust's targets for pupils'/students' educational outcomes are achieved.

4.3 The Committee will:

- Ensure effective reporting to the Board, and to other parties as appropriate;
- Encourage and promote collaboration between academies within the Trust, and with other schools and other sectors, including employers, locally and nationally to ensure that best practice is identified and promoted;
- Periodically review its policies and practice, making use of experiences and expertise outside the Board when appropriate.

4.4 In carrying out its work the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as the Nolan Principles and set out in Appendix 1), and will comply with:

- The Articles of Association
- The DfE Academy Trust Governance Guide
- The Academy Trust Governance Code
- The Academy Trust Handbook
- These terms of reference
- The Scheme of Delegation
- The Conflicts of Interest Policy
- The Code of Conduct for Directors
- All other relevant policies of the Trust

4.5 The Committee will:

- Report back to the Board of Directors after each Committee meeting;
- Undertake regular reviews of the Committee's effectiveness including benchmarking against best practice.
- Provide a summary of its role and responsibilities and actions taken to discharge them, for inclusion in the Annual Report.

5. Delegation of powers of the Committee

5.1 The Committee cannot delegate its powers. It can, however, make proposals to the Board for changes to the Scheme of Delegation.

5.2 The Committee may establish time-limited task groups as long as these relate directly to the delegated powers of the Committee, and to these terms of reference and provide for a more efficient and effective way of working.

6 Membership, Chair and Vice Chair of the Education Performance and Standards Committee

6.1 At the first Board of Directors meeting in each school year, the Board shall appoint from among their numbers, a minimum of three members to the Committee, as well as appointing a Chair and Vice Chair to the Committee.

6.2 The main role of the Chair is to chair meetings of the Committee. They also provide leadership to the Committee and act as the main point of contact between the Committee and the Board, and the Director of Education.

6.3 The Chair has a second or casting vote in any case of an equality of votes at a meeting of the Education Performance and Standards Committee.

6.4 It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair of the Committee will hold the same role for more than six years.

7. Meetings of the Education, Performance and Standards Committee

7.1 There will be a minimum of three meetings of the Committee each academic year. The dates of meetings will be determined by the Board.

7.2 The quorum for meetings will be three Directors. With the exception of the Audit and Risk Committee and Pay/Remuneration Committee, the CEO as a serving Director, counts towards the quorum of any committee meeting.

7.3 In determining the dates and agenda for Committee meetings, the Board and Committee will have regard to the requirement on them to:

- Discharge their responsibilities as set out in the Scheme of Delegation;

- Take into account the roles of other elements of governance, so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making.

7.4 The Committee will be advised by the CEO and the Director of Education, who will provide information and guidance on performance and standards.

7.5 The Committee will have a governance professional who will take minutes of the meetings. The Chair will provide an update at the next Board of Directors' meeting following the Committee meeting. The final minutes of all Committee meetings will be reported to the Board of Directors for adoption. Activities of the Committee will be reported to the WAT Board on a termly basis.

7.6 The Chair of the Board of Directors, CEO, the Director of Education and other members of the Executive Team may attend any meeting of the Committee. Other persons shall attend meetings at the invitation of the Committee.

8 Risk Management

8.1 The Committee should be familiar with the principal risks and uncertainties related to educational performance and standards facing the Trust and any subsidiary undertakings. These should be reflected in the Committee's decisions, recommendations, proposals and consultation responses.

9. The Management of Conflicts of Interest

9.1 The Companies Act 2006 imposes a statutory duty on Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- Declare the nature and extent of any interest in any matter relating to the Trust;
- Avoid any conflict of interest between that interest and the interests of the Trust.

9.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Trust and a third party.

9.3 To ensure the advance identification of related party transactions, Directors have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

9.4 Further details are set out in the Conflict of Interest Policy with which Directors are obliged to comply.

10 Training and Development of Directors

10.1 Directors on the Committee are expected to keep up to date with developments in the national framework for educational outcomes and their publication in which the Trust operates.

10.2 The Board will ensure that it is able to appoint suitably knowledgeable and experienced Directors to the Committee. The Committee will work with the Board to develop succession plans and invest in the development of Directors to prepare them for the roles of member, Chair and Vice Chair of the Committee.

TERMS OF REFERENCE
PEOPLE AND CULTURE COMMITTEE

1. Values and Principles

1.1 The People and Culture Committee (the Committee) of Windsor Academy Trust (WAT) will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;
- Be accountable to its stakeholders and regulatory bodies for its activities;
- Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies;
- Act in accordance with the Trust's Governance Principles and Scheme of Delegation;
- Respect the important, confidential and sensitive nature of its work.

2. Powers and functions of the People and Culture Committee

2.1 The Committee's powers and functions are those delegated to it by the Board of Directors as shown in the Trust's Scheme of Delegation. As currently determined, the Committee's responsibilities and functions include decision making on behalf of the Board, as well making proposals and recommendations for decisions made elsewhere.

2.2 In general terms, the Committee has responsibility for the oversight and/or approval of the Trust's People and Culture policies as outlined in the Scheme of Delegation.

3. Accountability of the People and Culture Committee

3.1 The Committee is chiefly accountable to the Trust Board and reflects the Board's wider accountabilities. It is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by the Board.

4. The Business of the People and Culture Committee

4.1 The Committee is expected to oversee the development of a robust People and Culture management policy framework for the Trust, with the aim of ensuring that the Trust is well staffed with suitably qualified and experienced staff within an agreed budget.

4.2 The work of the Committee must reflect a good understanding of People and Culture related legislation that applies to the Trust. The Committee is required to determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities in relation to its staff.

4.3 The Committee will:

- Ensure effective reporting to the Board, and to other parties as appropriate;
- Encourage and promote collaboration between academies within the Trust, and with other schools and other sectors, including employers, locally and nationally to ensure that best practice is identified and promoted;
- Periodically review its policies and practice, making use of experiences and expertise outside the Board when appropriate.

4.4 In carrying out its work, the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles"), and will comply with:

- The Articles of Association
- The DfE Academy Trust Governance Guide
- The Academy Trust Governance Code

- The Academy Trust Handbook
- These terms of reference
- The Scheme of Delegation
- The Conflicts of Interest Policy
- The Code of Conduct for Directors
- All other relevant policies of the Trust

4.5 The Committee will:

- Report back to the Board of Directors after each Committee meeting;
- Undertake regular reviews of the Committee's effectiveness including benchmarking against best practice.
- Provide a summary of its role and responsibilities and actions taken to discharge them, for inclusion in the Annual Report.

5. Delegation of powers of the Committee

5.1 The Committee cannot delegate its powers. It can, however, make proposals to the Board for changes to the Scheme of Delegation.

5.2 The Committee may establish time-limited task groups as long as these relate directly to the delegated powers of the Committee, and to these terms of reference and provide for a more efficient and effective way of working.

6. Membership, Chair and Vice Chair of the People and Culture Committee

6.1 At the first Board of Directors meeting in each school year, the Board shall appoint from among their numbers, a minimum of three members to the Committee, as well as appointing a Chair and Vice Chair to the Committee.

6.2 The main role of the Chair is to chair meetings of the People and Culture Committee. They also provide leadership to the People and Culture Committee and act as the main point of contact between the People and Culture Committee and the Board, and the Director of People.

6.3 The Chair has a second or casting vote in any case of an equality of votes at a meeting of the People and Culture Committee.

6.4 It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair of the Committee will hold the same role for more than 6 years.

7. Meetings of the People and Culture Committee

7.1 There will be a minimum of three meetings of the Committee each academic year. The dates of meetings will be determined by the Board.

7.2 The quorum for meetings will be three Directors. With the exception of the Audit and Risk Committee and Pay/Remuneration Committee, the CEO as a serving Director, counts towards the quorum of any committee meeting.

7.3 In determining the dates and agenda for Committee meetings, the Board and Committee will have regard to the requirement on them to:

- Discharge their responsibilities as set out in the Scheme of Delegation;
- Take into account the roles of other elements of governance, so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making.

7.4 The Committee will be advised by the CEO and the Director of People, who will provide information and guidance on performance and standards.

7.5 The Committee will have a governance professional who will take minutes of the meetings. The Chair will provide an update at the next Board of Directors' meeting following the Committee meeting. The final minutes of all Committee meetings will be reported to the Board of Directors for adoption. Activities of the Committee will be reported to the WAT Board on a termly basis.

7.6 The Chair of the Board of Directors, the CEO, members of the Executive Team, the Head of HR, the Head of Professional Learning and Talent and the Head of People Transformation and Policy may be required to attend any meeting of the Committee. Other persons shall attend meetings at the invitation of the Committee.

8 Risk Management

8.1 The Committee should be familiar with the principal risks and uncertainties related to people and culture facing the Trust and any subsidiary undertakings. These should be reflected in the Committee's decisions, recommendations, proposals and consultation responses.

9 The Management of Conflicts of Interest

9.1 The Companies Act 2006 imposes a statutory duty on Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- Declare the nature and extent of any interest in any matter relating to the Trust;
- Avoid any conflict of interest between that interest and the interests of the Trust.

9.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Trust and a third party.

9.3 To ensure the advance identification of related party transactions, Directors have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

9.4 Further details are set out in the Conflict of Interest Policy with which Directors are obliged to comply.

10 Training and Development of Directors

10.1 Directors on the Committee are expected to keep up to date with developments relating to HR/employment matters in the environment in which the Trust operates.

10.2 The Board will ensure that it is able to appoint suitably knowledgeable and experienced Directors to the Committee. The Committee will work with the Board to develop succession plans and invest in the development of Directors to prepare them for the roles of member, Chair and Vice Chair of the Committee.

TERMS OF REFERENCE

Pay/Remuneration COMMITTEE

1. Values and Principles

1.1 The Pay/Remuneration Committee (The Committee) of Windsor Academy Trust (WAT) will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;
- Be accountable to its stakeholders and regulatory bodies for its activities;
- Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies;
- Act in accordance with the Trust's Governance Principles and Scheme of Delegation;
- Respect the important, confidential and sensitive nature of its work.

2. Powers and functions of the Pay/Remuneration Committee

2.1 The Committee's powers and functions are those delegated to it by the Board of Directors as shown in the Trust's Scheme of Delegation to include the scrutiny of:

- CEO performance and remuneration awards.
- Executive team remuneration awards.
- Individual performance pay/remuneration awards for eligible staff.

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2.2 As currently determined, the Committee's responsibilities and functions include ensuring that a clear, evidence-based recommendation for approval to the Board is made with regards to Executive Pay, as well as providing assurances of a robust, transparent, proportionate and defensible process.

2.3 In general terms, the Committee has responsibility to recommend for approval of the Board of Directors, the decisions on Pay/Remuneration and remuneration of those staff eligible in line with the Trust's Pay/Remuneration policy and Scheme of Delegation.

3. Accountability of the Pay/Remuneration Committee

3.1 The Committee is chiefly accountable to the Board of Directors and reflects the Board's wider accountabilities. It is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by the Board.

4 The Business of the Pay/Remuneration Committee

4.1 The Committee is expected to contribute to the development of a robust remuneration framework for the Trust, with the aim of ensuring that the Trust is well staffed with suitable qualified and experienced staff within an agreed budget.

4.2 The work of the Committee must reflect a good understanding of remuneration legislation that applies to the Trust. The Committee is required to give assurance that the Trust is meeting its statutory and legal responsibilities in relation to the remuneration within the Committee's scope.

4.3 The Committee will:

- Ensure effective reporting to the Board, and to other parties as appropriate;
- Encourage and promote collaboration between academies within the Trust, and with other schools and other sectors, including employers, locally and nationally to ensure that best practice is identified and promoted;
- Periodically review its policies and practice, making use of experiences and expertise outside the Board when appropriate.

4.4 In carrying out its work the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as the Nolan Principles), and will comply with:

- The Articles of Association
- The DfE Academy Trust Governance Guide
- The Academy Trust Governance Code
- The Academy Trust Handbook
- These terms of reference
- The Scheme of Delegation
- The Conflicts of Interest Policy
- The Code of Conduct for Directors
- All other relevant policies of the Trust

4.5 The Committee will:

- Report back to the Board of Directors after each Committee meeting;
- Undertake regular reviews of the Committee's effectiveness including benchmarking against best practice.
- Provide a summary of its role and responsibilities and actions taken to discharge them, for inclusion in the Annual Report.

5. Delegation of powers of the Committee

5.1 The Committee cannot delegate its powers. It can, however, make proposals to the Board for changes to the Scheme of Delegation.

6. Membership, Chair and Vice Chair of the Pay/Remuneration Committee

6.1 The membership of the Committee comprises the Chair of the Board, and the Chairs or Vice Chairs of the People and Culture Committee, Finance Committee and Education, Performance and Standards Committee. At the first meeting in each school year, the Board elects the Committee's Chair.

6.2 The main role of the Chair is to chair meetings of the Pay/Remuneration Committee. They also provide leadership to the Pay/Remuneration Committee and act as the main point of contact between the Pay/Remuneration Committee and the Board.

6.3 The Chair has a second or casting vote in any case of an equality of votes at a meeting of the Pay/Remuneration Committee.

6.4 It is recognised that periodic changes to the Chair can be beneficial and the Board therefore expects that the Chair of the Pay/Remuneration Committee will not hold this role for more than six years.

7 Meetings of the Pay/Remuneration Committee

7.1 There will be a minimum of one meeting of the Pay/Remuneration Committee each academic year. The dates of meetings will be determined by the Board.

7.2 The quorum for meetings will be three Directors.

7.3 In determining the dates and agenda for Committee meetings, the Board and Committee will have regard to the requirement on them to:

- Discharge their responsibilities as set out in the Scheme of Delegation;

- Take into account the roles of other elements of governance, so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making.

7.4 The Committee will be advised by the Chief Executive Officer (CEO), who will provide information and guidance on remuneration and regulatory practice and procedures. Each academy's recommendations are moderated by the CEO before approval by the Pay/Remuneration Committee as outlined in the Scheme of Delegation.

7.5 The Committee will have a governance professional who will take minutes of the meetings. The Committee is required to report the minutes of its meetings to the Board of Directors to note.

7.6 Other persons shall attend meetings at the invitation of the Committee.

8 Risk Management

8.1 The Committee should be familiar with the principal risks and uncertainties related to Pay/Remuneration facing the Trust and any subsidiary undertakings. These should be reflected in the Committee's decisions, recommendations, proposals and consultation responses.

9 The Management of Conflicts of Interest

9.1 The Companies Act 2006 imposes a statutory duty on Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- Declare the nature and extent of any interest in any matter relating to the Trust;
- Avoid any conflict of interest between that interest and the interests of the Trust.

9.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Trust and a third party.

9.3 To ensure the advance identification of related party transactions, Directors have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

9.4 Further details are set out in the Conflict of Interest Policy with which Directors are obliged to comply.

10 Training and Development of Directors

10.1 Directors on the Committee are expected to keep up to date with developments relating to HR/employment matters in the environment in which the Trust operates.

10.2 The Board will ensure that it is able to appoint suitably knowledgeable and experienced Directors to the Committee. The Committee will work with the Board to develop succession plans and invest in the development of Directors to prepare them for the roles of member, Chair and Vice Chair of the Committee.

TERMS OF REFERENCE
LOCAL COMMUNITY COMMITTEES

1. Values and Principles

1.1 Local Community Committees of Windsor Academy Trust (WAT) will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;
- Be accountable to the Board of Directors, its stakeholders and regulatory bodies for its activities;
- Act in accordance with the Trust's Governance Principles and Scheme of Delegation;
- Respect the important, confidential and sensitive nature of its work.

2. Powers, responsibilities and functions of the Local Community Committee

2.1 The Committee's powers and functions are those delegated to it by the Board of Directors, as shown in the Trust's Scheme of Delegation.

2.2 In general terms, the LCC will support schools to work collaboratively with their local communities, fostering a symbiotic relationship between the school and community and undertake the stewardship of:

- Supporting and strengthening relations and deepening understanding of the school's local context and community need.
- Supporting effective implementation of policies, sharing local knowledge and providing school-based evidence of the impact of decision making.
- Celebrating success within the WAT family of schools.
- Communicating any relevant actions and local issues to the Board of Directors as required.

2.3 In relation to considering the reinstatement of excluded students/pupils the Board of Directors delegates this function to the LCC. The LCC further delegates these powers to the Resolutions Team to act on their behalf.

3. Accountability of the Local Community Committee

3.1 The LCC is accountable to the Board of Directors and reflects the Board's wider accountabilities.

3.2 Through the Board of Directors, the LCC is also accountable to:

- The beneficiaries of the Trust (student/pupils at the Academy, their parents/carers and the local community);
- The DfE and the Secretary of State under the terms of the Funding Agreement.

4. The Business of the Local Community Committee (LCC)

4.1 The LCC will follow core principles which will guide and develop the implementation of effective civic action, fostering a truly symbiotic relationship between the school and its community:

- *Shared Ownership*: Everyone involved in the LCC, from the Chair to LCC representatives, shares responsibility for the success of the school's civic action plan.
- *Community-centric:* The civic action plan must genuinely reflect the needs, strengths and aspirations of the local community, ensuring mutual benefit.
- *ColLCCorative Dialogue:* Open and respectful communication is paramount, encouraging diverse perspectives and co-creation of solutions.

- *Strategic Alignment:* Civic actions should align with both the school's improvement goals and the broader Windsor Academy Trust strategy.
- *Impact-driven:* Focus on tangible outputs, outcomes and measurable impact, with regular review and adaptation to ensure effectiveness.
- *Empowerment:* The LCC serves as a platform to empower the Civic Lead and leverage the unique contributions of all representatives.

4.4 In carrying out its work, the LCC will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as the Nolan Principles and set out in Appendix 1), and will comply with:

- The Articles of Association
- The DfE Academy Trust Governance Guide
- The Academy Trust Governance Code
- The Academy Trust Handbook
- These terms of reference
- The Scheme of Delegation
- The Conflicts of Interest Policy
- The Code of Conduct for Local Advisory Bodies
- All other relevant policies of the Trust

4.5 LCC 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).

4.6 The LCC will:

- Report back to the Board of Directors after each LCC meeting;
- Undertake an annual review of the LCC's effectiveness.

5. Delegation of powers of the LCC

5.1 The Board of Directors delegates authority to hear and resolve panels and processes on its behalf to the LCCs, which further delegates this role to a team known as the "Resolutions Team".

6. The Resolutions Team

6.1 The Resolutions Team will, depending on the nature of the policy and process, provide panel members who will have delegated powers to determine the outcome of such processes, such as pupil suspensions and permanent exclusions hearings.

6.2 Resolutions Team representatives will receive annual training and refreshers in accordance with best governance practices and statutory training compliance requirements (KCSIE).

6.3 Membership to the Resolutions Team will not be time limited but all representatives will be asked to confirm their willingness to continue to serve on the Team on an annual basis in the summer term, in preparation for each academic year commencement.

7. Chair and Vice Chair of Local Community Committee

7.1 The Chair of each LCC is appointed by the Board of Directors on an annual basis.

7.2 In line with succession planning and delegated responsibility, the LCC will recommend a Chair annually, in the summer term to the Board of Directors, in readiness and preparation for the next academic year. Further, the LCC will retain awareness of succession planning for the role of Chair.

7.3 The main role of the Chair is to chair meetings of the LCC and to be an effective community anchor, providing stewardship in the work of the LCC in achieving the strategic aims of the WAT family.

7.4 In chairing the meeting of the LCC, the Chair will be responsible for leading the committee, ensuring effective discussions and facilitating the collaborative development and oversight of the Civic Action Plan, following the key principles:

- Meeting Facilitation:
    - *Setting the Tone:* Create a welcoming and inclusive environment that encourages open dialogue and respectful colLCCoration.
    - *Agenda Management:* Ensure the Civic Action Plan is a key agenda item, allocating sufficient time for discussion and input.
    - *Guiding Discussion:* Chair the meeting with the Civic Action Plan in mind, guiding discussions to ensure all representatives have an opportunity to contribute.
    - *Focusing on Outcomes:* Keep discussions focused on shaping the plan, identifying actions and supporting progress.

- Leadership and Direction:
    - *Empowering the Civic Lead:* Support the Civic Lead in presenting their plan and fielding questions, providing a supportive environment for their work.
    - *Leveraging Representative Strengths:* Encourage representatives to draw on their specific expertise and community connections to enrich the plan.
    - *Synthesising Input:* Help synthesise diverse feedback into actionable insights for the Civic Lead.

- Oversight
    - *Ensuring Scrutiny:* Ensure that the LCC provides appropriate scrutiny of the Civic Action Plan's deliverables, holding the Headteacher and Civic Lead accountable for progress.
    - *Feedback to Board:* Ensure that the LCC's collective feedback and insights regarding the Civic Action Plan are effectively collated and provided to the WAT Board of Directors via the LCC Link.
    - *Action Tracking:* Assure identified actions related to the Civic Action Plan are recorded and progress is tracked.

7.5 The Chair has no special powers or rights over any other representative. If the Chair is to carry out certain specific functions then these must be expressly delegated to him or her by the Board of Directors.

7.6 It is recognised that periodic changes to the Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice chair will hold the same role for more than six years.

7.7 The Board of Directors will develop succession plans and invest in the development of Representatives to prepare them for the role of Chair.

7.8 The Board of Directors may remove from office the Chair or any appointed Advisers.

8 Meetings of the LCC

8.1 There will be a minimum of three meetings of the LCC each academic year. Meetings will take

place at times set by the LCC within the parameters set down by the Board of Directors, to enable timely communication and coordination.

8.2 The quorum for meetings will be three LCC members - of which the majority must be non-staff.

8.3 The agenda for each LCC meeting each term will be set with the Head of Governance, Board of Directors Governance Link and Headteacher, in line with the civic action planning and school priorities.

8.4 Dates for meetings should be advised to members of the LCC as far ahead as possible, and no less than seven days before a proposed meeting. Agendas should be issued at least seven days before the meeting date, accompanied by relevant documentation to support effective contributions and working at meetings.

8.5 Meetings will not be formally minuted but an action note will be produced with an update to the Board of Directors to ensure two-way communication in line with the areas of remit and responsibility of the LCC.

9 Risk Management

9.1 The Trust's statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity, and the Trust Board will wish to ensure that risks are identified, and managed and mitigated as appropriate

9.2 The LCC must therefore be alert to potential risks and advise the Board of Directors of major risks that apply to the Academy, with advice on how these may be mitigated.

10 The Management of Conflicts of Interest

10.1 The LCC must at all times act in the best interests of the Academy and of the Trust as a whole.

10.2 The Trust's Articles of Association require members of LCCs to declare their interests annually, and update the declaration as required. And, in the case of any conflict of interest, a LCC member must:

- Declare the nature and extent of any interest in any matter relating to the Trust;
- Avoid any conflict of interest between that interest and the interests of the Trust.

10.3 Further details are set out in the Trust's Conflicts of Interest Policy with which LCC members are obliged to comply.

11 Membership of the Local Community Committee ~~Local Advisory Board~~

11.1 The LCC will be constituted as follows, with no maximum membership limit.

- Headteacher - Ex-officio
- Civic Lead - Ex-officio
- 2 x parents, as required by the Trust's Articles of Association. The LCC will be required to hold an open election for parent vacancies.
- Healthcare Civic Partner
- Other Civic Partners (e.g., faith groups, local clubs).

11.2 Parent members of the LCC are encouraged to bring the perspective of a parent but must appreciate that they are appointed in a personal capacity and not as a representative of the parent body.

11.3 In appointing a parent member of the LCC, the Board shall appoint a person who is the parent or legal guardian of a registered pupil at the Academy at the time when he or she is appointed or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

11.4 The Articles of Association make the Trust Board responsible for ensuring that members of the LCC are not disqualified from taking this role. Those disqualified from becoming members of the LCC include those:

- who are disqualified as a company director or charity trustee
- who are aged under 18 at the date of his/her election or appointment
- who are current pupils of any of the Academies in the trust
- who are incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs
- who are absent without the permission of the LCCs from all their meetings held within a period of six months and the Trust Board resolves that his office be vacated
- Whose estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or is the subject of a bankruptcy restrictions order or an interim order
- subject to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to Pay under county court administration order)
- convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993
- included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or is (b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or (c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

11.5 Where a person becomes disqualified from holding, or continuing to hold office as a local representative and they are, or is proposed, to become a LCC member, he or she shall upon becoming so disqualified give written notice of that fact to the Head of Governance.

11.6 The Trust Board will ensure that there is a system in place which ensures that all relevant checks, including an enhanced DBS check, are completed before a LCC member takes up position.

11.7 It is the duty of a new LCC member to ensure that they are familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Trust's Articles of Association.

11.8 The Directors shall provide each new LCC member with:

- the Academy Trust's Articles of Association
- these terms of reference
- the Scheme of Delegation
- the Code of Conduct for Members of LCCs
- the Conflicts of Interest Policy
- all other relevant policies.

11.9 Members of LCCs are required to sign the WAT LCC Member Declaration within two weeks of appointment, and within two weeks of any agreed revised Declaration.

12 Training and Development of Members of LCCs

12.1 Representatives of the LCC will receive appropriate training in line with statutory responsibility and in line with the WAT strategy (civic responsibility) and will declare annually their understanding in relation to Keeping Children Safe in Education.

WINDSOR ACADEMY TRUST
DIRECTORS' CODE OF CONDUCT

1. Introduction

1.1 This code of conduct is designed to set out the conduct required of Directors in order to ensure the highest standards of integrity and stewardship.

1.2 It is recognised that Directors give their time and commitment on a voluntary basis and receive no remuneration. This does not diminish the significance of the role of Directors and of the Board, which has extensive responsibilities for the development of the Trust and this on the lives of large numbers of children and adults.

1.3 The conduct of Directors provides an opportunity to demonstrate the Trust's vision and ethos, and the conduct and behaviours expected across the Trust. The contribution of individual Directors should reflect this.

2. Basis for Directors' Conduct

2.1 Directors must act in accordance with the requirements of company law, exempt Charity law, Funding Agreements, Academy Trust Handbook, effective of schools and effective employment of the staff of the Trust and its schools.

2.2 Directorship is a personal office of trust and responsibility and this cannot be transferred to another individual.

2.3 Directors' conduct must reflect their obligations to comply with statutory and fiduciary duties, including:

- to act in the Trust's interests only and without regard to their own private interests
- to declare any interests a Director may have in matters to be discussed at Board meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Trust;
- to act impartially and objectively and not let their personal views or prejudices affect their conduct as Directors.
- to secure the proper and effective use of the Trust's property;
- to act properly as employers of the staff at the Trust and in its schools;
- to act together and in person and not delegate responsibility of the Academy Trust to others;
- to act within the scope of any authority given;
- to use the proper degree of skill and care when making decisions particularly when investing funds;
- to maintain the confidentiality of the affairs of the Board subject to any overriding legally binding requirement to the contrary;
- to act in accordance with the Articles of the Trust;
- to manage the Academy Trust's affairs prudently;
- not to take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission.

2.4 Directors' conduct must reflect their commitment to Windsor Academy Trust's (WAT) values and objectives as well as the Trust's Governance Principles, Scheme of Delegation and other Trust policies. They must be mindful at all times of the interests of the beneficiaries of WAT and of the objects for which the Trust is established.

3. Relationships with Others in the Trust

3.1 All involved with WAT are expected to relate to each other with respect and courtesy. Directors should listen respectfully to the views of other Directors, staff, volunteers or external advisers, taking cognisance of differences of opinion. Directors should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

3.2 Directors must ensure there is a clear understanding of the scope delegated to other bodies and in particular to the Chief Executive Officer (CEO) and other members of staff. Directors must also be mindful of the role of the Board as employer of the staff at the Trust and in its schools. Directors should be careful, individually and collectively, not to undermine that authority, either by word or action.

3.3 Directors' relationships and communication with staff members should reflect the authority of the CEO, which includes the management of staff. If a Director has concerns relating to the performance of a member of staff, he or she should contact the chair, who will take up the matter with the CEO.

4 Expectations of WAT Directors

4.1 Reflecting the key purpose of WAT, Directors must be committed to ensuring the highest levels of educational achievement and progression for pupils in all academies in the Trust.

4.2 All Directors are required:

- to follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as the Nolan Principles);
- to comply with legal, fiduciary and employer obligations, including:
    - The Articles of Association
    - The Academy Trust Handbook
    - The DfE Academy Trust Governance Guide
    - The Terms of Reference
    - The Scheme of Delegation
    - The Conflicts of Interest Policy
    - This Code of Conduct for Directors
    - all other relevant policies of the Trust
- to ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust;
- not to misuse information gained in the course of their Directorship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- to participate actively in the induction process and any relevant training;
- to be diligent, careful and well informed about the Trust's affairs;
- to act in person and use their own independent judgement. Although Directors can rely on expert advice, they should still sense-check any advice or recommendation;
- to sign the Director Declaration within two weeks of appointment, and within two weeks of any revised Declaration being agreed.

5. Board meetings

5.1 The meetings of the Board are the main forum for exercising its responsibilities. Directors are therefore expected to attend Board meetings.

5.2 Directors have an obligation to contribute to and share responsibility for the Board's decisions. Directors must therefore ensure that they are prepared to make informed and impartial decisions, by reading Board papers and attending training sessions and other relevant events.

5.3 As Directors must act with probity, the Board should take and consider professional advice from internal and/or external advisers where this is necessary to ensure well-informed decision-making.

5.4 Open discussion and debate is actively encouraged, in which a full range of objective opinion is welcomed. Directors should be prepared to challenge where necessary to ensure that the best interests of the Trust are being met. Directors should also be prepared to commend high performance and other achievements for the beneficiaries of the Trust.

5.5 In contributing to Board decisions, Directors must take into account all relevant factors that they believe, in good faith, will promote the overall success of the Trust, such as:

- the impact on students/ pupils' learning outcomes
- the likely consequences of any decision in the long term
- the interests of the Trust's employees
- the need to foster the Trust's relationships with stakeholders
- the impact of the Trust's operations on the community and the environment
- the reputation of the Trust
- the need to act fairly.

5.6 Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Directors who abstain on, or vote against, any motion may request an appropriate note be made in the minutes. Once the Board has made a decision, it will be binding and should be supported by all Directors.

5.7 The Board must be accountable and responsible for the Trust but can delegate authority on various matters on which it is entitled to full reports as necessary.

5.8 While the Board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

5.9 All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, Directors should seek advice from the chair.

5.10 In order to maximise the effectiveness of Board meetings, an annual programme of dates and agenda items will be developed. Papers will be circulated in good time to prepare for meetings, except where this is impractical as a consequence of external factors.

5.11 Any Director wishing to include a particular item on an agenda should propose this to the Chair in good time. Priority will always be given to items directly related to the role and responsibilities of the Board.

6. Outside Board Meetings

6.1 Directors should actively encourage a positive view of the Trust and its academies and should never denigrate the Trust or its academies in public. Any concerns about the Trust should be raised with the Chair or CEO.

6.2 Directors should accept the need for care and restraint when talking about board matters in any other forum. Directors must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other Directors.

7. Disagreements

7.1 Where a Director has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at a board meeting. If not resolved, a Director may request the matter be taken further by the Chair. If a satisfactory conclusion is not reached, the board will make a decision on the matter in the normal way.

WINDSOR ACADEMY TRUST
LOCAL COMMUNITY COMMITTEE CODE OF CONDUCT

1. Introduction

1.1 This code of conduct is designed to set out the conduct required of representatives of the Local Community Committee in order to ensure that LCCs contribute to the highest standards of governance.

1.2 It is recognised that members of LCCs give their time and commitment on a voluntary basis and receive no remuneration. This does not diminish the significance of the role and remit of the LCC representative.

1.3 The conduct of members of LCCs provides an opportunity to demonstrate the Trust's vision and ethos, and the conduct and behaviours expected across the Trust. The contribution of individual members of LCCs should reflect this.

2. Basis for LCC Members' Code of Conduct

2.1 Being a member of a LCC is a personal office and cannot be transferred to another individual.

2.2 The conduct of members of LCCs must reflect the Trust's obligations to comply with statutory and fiduciary duties, including:

- to act in accordance with the Trust's Articles of Association and in the Academy Trust's interests only and without regard to their own private interests.
- to declare any interests a local representative may have in matters to be discussed at LCC meetings and not put themselves in a position where their personal interest or a duty owed to another conflicts with the duties owed to the Trust.
- to act impartially and objectively and not let their personal views or prejudices affect their conduct as members of LCCs.
- to act within the scope of any authority given and in particular in accordance with the Trust's Scheme of Delegation.
- to use the proper degree of skill and care when making contributions.
- not take personal benefit from the Academy Trust or any Academy.

2.3 LCC members' conduct must reflect their commitment to Windsor Academy Trust's (WAT) values and objectives as well as the Trust's Governance Principles, Scheme of Delegation and other Trust policies. They must be mindful at all times of the interests of the beneficiaries of WAT and of the objects for which the Trust is established.

3. Relationships with Others in the Trust

3.1 All involved with WAT are expected to relate to each other with respect and courtesy. Members of LCCs should listen respectfully to the view of Directors, members of the executive team, other LCC members, academy staff and external advisers, taking cognisance of differences of opinion. Members of LCCs should not cause offence to others or undermine the standing of their colleagues as a LCC member.

3.2 Members of LCCs must ensure there is a clear understanding of the scope of authority delegated to their LCC. LCC members must be careful, individually and collectively, not to undermine the authority of the Board of Directors either by word or action.

3.3 LCC members' relationships and communication with staff members should reflect the authority of the Board of Directors, CEO, the Executive and the Headteacher, which include the Staff Code of Conduct. If a LCC member has concerns relating to any behaviours within school they should first raise this concern with the Chair who will take up any matter with the Headteacher.

4. Expectations of WAT LCC Members

4.1 All LCC members are required:

- to follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as the Nolan Principles);
- to comply with:
    - The Articles of Association
    - The DfE Academy Trust Governance Guide
    - The Terms of Reference for Local Community Committees
    - The Scheme of Delegation
    - The Conflicts of Interest Policy
    - This Code of Conduct for Local Community Committees
    - all other relevant policies of the Trust
- to ensure they understand their duties, rights and obligations, and that they are familiar with the function and role of WAT and with the academy;
- not to misuse information gained in the course of their LCC membership for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- to participate actively in the induction process and any relevant training
- to be diligent, careful and well informed about the Academy's and Trust's affairs
- to respect the sensitive and confidential nature of the work of the LCC
- to act in person and use their own independent judgement but to recognise that the LCC acts as a single body and that the agreed views of the LCC must be reflected by LCC members, despite any personal differences

5. Local Community Committee Meetings

5.1 The meetings of the LCC are the main forum for exercising its functions. LCC members are therefore expected to attend LCC meetings.

5.2 LCC members have an obligation to contribute to and share responsibility for the work of the LCC. LCC members must therefore ensure that they are prepared, by reading LCC papers and attending training sessions and other relevant events.

5.3 Open discussion and debate is actively encouraged, in which a full range of objective opinion is welcomed.

5.4 LCC members should take into account all relevant factors that they believe, in good faith, will promote the overall success of the Academy, such as:

- the likely consequences of any decision in the long term
- the need to foster the Trust's and Academy's relationships with stakeholders.
- the impact of the Trust's and Academy's operations on the local community and the environment
- the reputation of the Trust and the Academy
- the need to act fairly

5.5 The collective view of the LCC will be determined during LCC meetings through open discussion.

5.6 While the LCCs should aim to conduct their business openly, it is inevitable that some matters must be confidential either for a time or always. Local Representatives must respect and maintain this confidentiality.

5.7 In order to maximise the effectiveness of LCC meetings, agendas will be developed with the Headteacher, Civic Lead and Chair to the LCC. Papers will be circulated in good time to prepare for meetings, except where this is impractical as a consequence of external factors.

5.8 Any LCC member wishing to include an item on an agenda should propose this to the Chair in good time. Priority will always be given to items directly related to the role and functions of the LCC.

6. Outside Local Community Committee Meetings

6.1 Members of LCCs have an important role in supporting the Academy, and should take opportunities to attend academy events, where appropriate.

6.2 LCC members should actively encourage a positive view of the Academy and the Trust and should never denigrate the Trust or its academies in public. Any concerns about the Academy or Trust should be raised with the Chair, Headteacher or Head of Governance.

6.3 LCC members should accept the need for care and restraint when talking about LCC matters in any other forum. LCC members must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other LCC members.

7. Disagreements

7.1 Where a LCC member has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at a LCC meeting. If not resolved, he or she may request the matter be taken further by the Chair. If a satisfactory conclusion is not reached, the Chair may refer the matter to the Board of Directors.

The Seven Principles of Public Life set out by the Committee on Standards in Public Life (the Nolan Principles)

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Policy on Conflict of Interest and Related Parties

Rationale
Windsor Academy Trust (WAT) needs to act in accordance with company law, charity law, the Academy Trust Handbook and the Financial Reporting Standard, which means that Members, Directors, local governance representatives and employees have a legal obligation to act in the best interests of WAT and to give sole consideration to promoting the Trust's success, a duty to avoid conflicts of interest and to ensure that the Trust is even-handed in its relationships with related parties.

The duty to avoid conflict of interest is widely formulated and requires individuals to avoid situations in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Trust, unless the matter has been authorised in a way permitted by the legislation.

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of WAT. Such conflicts may create problems; they can:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of WAT;
- risk the impression that WAT has acted improperly.

A related party transaction may occur where there is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

WAT's policy on conflict of interest and related parties is intended to ensure that everyone knows what to do in order to ensure that WAT and individuals closely connected to it act appropriately.

This policy applies to Members, Directors, local governance representatives and employees.

Declaration of Business and Pecuniary Interests
As a first step, Members, Directors, local governance representatives and relevant employees must identify business and pecuniary interests and duties they hold which give rise to a conflict of interest (or which may give rise to a conflict).

Members, Directors and relevant employees must complete a declaration form as provided and ensure that it is kept up to date. Members and Directors will review the register at each of their meetings and individuals will be asked to resubmit a declaration form as and when any changes occur and at least annually.

In accordance with the Academy Trust Handbook, the Trust must keep a register of any relevant business and financial interests, including governance roles in other educational institutions, for (as a minimum) Members, Directors, local governance representatives and senior employees, serving at any point over the past 12 months. Furthermore, the Trust must publish a register of business and financial interests for Members, Directors, local governance representatives and accounting officers - including a nil return where appropriate - on its website.

Declaration of Related Parties
To ensure the advance identification of related party transactions, Members, Directors and senior employees also have a duty to declare details of close family members and any connected entities of any of these persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children (over 18), grandchildren, siblings and step & in-laws.

Members, Directors and senior employees (Chief Executive Officer, Chief Finance Officer and members of the WAT Executive Team) must complete a declaration form as provided and ensure that

it is kept up to date. A register of related parties will be utilised by finance staff to ensure the identification of any related party transactions.

Gifts and Hospitality
Members, Directors and staff are also asked to declare any gifts or hospitality received in connection with their role at WAT. Further information is outlined in the WAT Financial Policy Manual. Directors have a duty not to accept benefits from third parties offered by reason of their Directorship (or their doing, or not doing, anything as Director), except where the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

Data Protection
In accordance with the UK General Data Protection Regulation (UK GDPR), the Trust is required to have a valid lawful basis in order to process personal data.

The lawful basis for collecting the requested information to collate and maintain the Trust's Business and Pecuniary Interests Register and Related Parties Register of Information is Public Task. Further information about lawfulness of processing can be found in the United Kingdom General Data Protection Regulation.

Those individuals identified in this policy are required to provide the requested information in order for them to fulfil their obligations to the Trust. This requirement overrides the requirement to obtain the consent of the individuals whose names and interests are being disclosed.

What to do if you face a conflict of interest
You should declare your interest at the earliest opportunity and - where it is decided by the Chair that it is appropriate to do so - withdraw from any subsequent discussion. If you fail to declare an interest that is known to the Company Secretary and/or the Chair of the Board, the Company Secretary or Chair will declare that interest. The interest and the action taken will be recorded by the Company Secretary.

Decisions taken by the Board where a Director has an interest
In the event of the Board having to decide upon a question in which a Director or employee has an interest, all decisions will be made by vote with a simple majority required. A quorum must be present for the discussion and decision.

Where it has been identified that a Director has any conflict of interest and decided that the Director must withdraw, that Director will not be entitled to vote and will not be counted in the quorum. The Directors withdrawal will be recorded in the minutes of the meeting. The record will include:

- The nature and extent of the conflict;
- An outline of the discussion;
- The actions taken to manage the conflict.

Where a Director benefits from the decision, this will be reported in the annual report and accounts in accordance with current requirements. All Pay or benefits in kind to Directors will be reported in the Trust's accounts and annual report, with amounts for each Director listed for the year in question. This reporting requirement also includes disclosure of employment costs for Directors and close relations and family members of Directors that are employed by the Trust.
Where an employee of WAT is connected to a party involved in the supply of a service or product to the Trust, this information will also be fully disclosed in the annual report and accounts.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

Managing contracts

If a Director or employee has a conflict of interest or is related to a party with which the Trust is transacting they must not be involved in managing or monitoring that contract or transaction. Monitoring arrangements for such contracts or transactions will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Managing conflicts of interest

In the instance of conflicting interests, the Chair may - at their discretion depending on the nature of the interest - take any of the following actions:

- Exclude the Director from the relevant information and/or debate and decision;
- Exclude the Director from the board (suspension);
- Require the Director to resign.