

Regional Boards: Constitution and Terms of Delegation

REAch2 Academy Trust

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1 Introduction

Thank you for agreeing to play a valuable role as a member of one of our Regional Boards.

REAch2 is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible for, coupled with its drive for accountability, it is also a complex organisation with various important layers of governance. The REAch2 Governance Charter provides an overview of some of those complexities and layers as well as our principles of governance.

This constitution and terms of delegation for your Regional Board has been made by the Trustees of REAch2 Academy Trust (the **Trust Board** and the **Academy Trust** respectively) and we ask that you please read it alongside the REAch2 Governance Charter and the Roles and Functions Overview. The Nolan Principles and the Trustees' Code of Conduct (Annexes 1 and 2 to the Trust Board Terms of Reference) are also relevant to the Regional Boards.

2 Remit

The role of our Regional Boards is key in ensuring proper oversight and accountability within our group structure and in championing their respective academies. It is to provide focused governance for our regions and in particular:

- to provide regional overview, scrutiny and challenge of academy education, financial performance and risk management
- to support regional/local contact and communications with academy leaders and governors to shape and influence Academy Trust thinking and
- to ensure an effective flow of communication between the Local Governing Bodies (LGBs), the Regional Boards and the Trust Board.

The Regional Boards will work closely with their respective Regional Director, who in turn lead regional teams who develop and maintain relationship and common purpose with individual Academy teams.

The Regional Boards carry out their functions in relation to their respective regions on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the Regional Board is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3 Intervention

The Regional Board will work closely with the Trust Board and the Executive Team and shall promptly implement any advice or recommendations made by the Trust Board or the Executive Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or externally by the Regional Schools Commissioner or Ofsted).

Where serious concerns in the running of a Regional Board are identified, including (but not limited to) concerns about financial matters or there is insufficient progress being made against educational targets (and those matters appear to be of a regional nature rather than a local Academy nature), the Trust

Board reserves the right to review or remove any power or responsibility conferred on the Regional Board under this constitution and terms of delegation.

4 Composition of the Regional Board

Each Regional Board comprises the following members:

- the Regional Director
- Trust Board Trustee/s (if any appointed by the Trust Board to the Regional Board)
- 6 Regional Non-Executives appointed by the Trust Board
- 3 elected Local Governing Body chairs
- 3 elected Headteachers and
- Up to 3 co-opted Regional Non-Executives.

The length of service of all Regional Board members shall be four years. Subject to remaining eligible to be a member of the Regional Board, any Regional Board member may be reappointed or re-elected at end of his or her term.

Every person wishing to become a Regional Board member will be required to sign a declaration of acceptance and of willingness to act as such, in the form set out in the Appendix or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

5 Commitment of Regional Board members

Regional Board members are asked to:

- prepare for and make an active contribution at meetings;
- champion the Academies for their region;
- familiarise themselves with the Trust's policies and the governance arrangements for the Trust;
- develop strong working relationships with the Chairs of LGBs;
- visit the Academies both during school hours (with prior arrangement with the relevant Headteacher) and for evening events to get to know the Academies; and
- attend training sessions for Regional Board members, where possible.

6 Appointment and particular responsibilities of Regional Board members

a) Chair

The Chair is appointed by the Regional Board from amongst the Regional Non-Executives. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term.

The Trust Board is entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Regional Board.

The Chair and Vice-Chair will ordinarily meet with the Regional Director and the Clerk before the start of the academic year to plan the work of the Regional Board for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the Regional Board;
- to set the agenda for meetings with the Regional Director and the Clerk;
- to report to the Regional Board and the Trust Board in writing following each LGB meeting, if requested;
- to give an oral summary of the Regional Boards deliberations, if requested, at meetings of the Trust Board if requested; and
- to provide a direct link between the Regional Board and the Trust Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Regional Board, the Chair of the Regional Board (or the Vice-Chair in his or her absence) in consultation with the Regional Director, shall take appropriate action on behalf of the Regional Board. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Regional Board.

b) Vice-Chair

The Vice-Chair is appointed by the Regional Board, ordinarily from amongst the Regional Non-Executives. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term. The Chair will not ordinarily be an employee of the Trust.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Regional Board.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the Regional Board with the Chair, if requested; and
- to provide a link between the Regional Board and the Trust Board.

In the absence of both the Chair and the Vice-Chair at a meeting, the Regional Board will elect a temporary chair from among their number.

c) Regional Non-Executives

"Regional Non-Executives" provide the appropriate skills and experience to provide effective support and challenge in the four scrutiny areas of: educational standards and performance; finance; HR; risk and audit. They may exercise this support and challenge outside of formal meetings of the Regional Board, at the request of the Regional Director or other part of the Executive team, and will

in such case report the issue, their input and the outcome to the next appropriate Regional Board or Committee meeting.

The Trust Board shall appoint six Regional Non-Executives.

Up to three further Regional Non-Executives may be co-opted by the other members of the Regional Board.

It might be that a Regional Non-Executive has no pre-existing links to any of the academies in the region. The Regional Director and the Headteachers will therefore invite Regional Non-Executives to visit the academies for tours and/or events.

d) Local Governing Body chairs

Three Local Governing Body chairs shall be elected from amongst the LGB chairs within the region and in accordance with the process set out below:

- When a vacancy arises, the Chair of the Regional Board will write to all of the LGB chairs and the Headteachers within the region seeking nominees for the vacancy. (For the avoidance of doubt, a LGB chair may nominate him or herself). Nominees will be asked to provide a short statement about why they are interested in being a member of the Regional Board and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the Regional Board, the Regional Board can choose to appoint all (or any) of the nominees.
- If there are more nominees than places available, the Chair of the Regional Board will write to all of the LGB chairs within the region asking them to vote for their preferred candidate.

A LGB chair shall cease to be a member of the Regional Board if he or she ceases to be an LGB chair unless they are appointed pursuant to a different category.

The chair of the LGB of a Lead Academy (being an academy which is both judged outstanding by Ofsted and is a teaching school) will automatically become a member of the relevant Regional Board without requiring election.

e) Headteachers

Three Headteachers shall be elected from amongst the Headteachers within the region and in accordance with the process set out below:

- When a vacancy arises, the Chair of the Regional Board will write to the Regional Director, the Headteachers and the LGB chairs within the region seeking nominees for the vacancy. (For the avoidance of doubt, a Headteacher may nominate him or herself). Nominees will be asked to provide a short statement about why they are interested in being a member of the Regional Board and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the Regional Board, the Regional Board can choose to appoint all (or any) of the nominees.

- If there are more nominees than places available, the Chair of the Regional Board will write to all of the Headteachers within the region asking them to vote for their preferred candidate.

A Headteacher shall cease to be a member of the Regional Board if he or she ceases to be a Headteacher unless they are appointed pursuant to a different category.

f) Clerk to the Regional Board

The Clerk to the Regional Board must not be a member of the Regional Board and shall ordinarily be contracted as arranged by the Head of Governance. In the absence of the Clerk, the Regional Board shall elect a replacement for the meeting (who may be a Regional Board member).

The responsibilities / functions of the Clerk to the Regional Board are as follows:

- convene meetings of the Regional Board including sending notices and papers of meetings;
- attend meetings of the Regional Board and ensure minutes and action logs are produced, as well as any related communications to the Trust Board or its Committees and to the Local Governors in the region;
- maintain a register of members of the Regional Board including their terms of office and report any vacancies to the Regional Board;
- maintain a register of relevant personal and business interests of Regional Board members;
- maintain a register of members' attendance at meetings and report on non-attendance to the Trust Board;
- report to the Regional Board as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the Regional Board from time to time.

g) Ceasing to be a Regional Board member

A Regional Board member's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the Regional Board, failed to attend Regional Board meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Trust; or
- he or she is removed from office by the Trust Board.

7 Convening meetings of the Regional Board

Meetings of the Regional Board will be held in each term.

The Clerk to the Regional Board shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least five working days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Regional Board members may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Regional Board members may invite persons who are not Regional Board members (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

8 Voting at meetings of the Regional Board

The quorum for meetings of the Regional Board and for any vote on a matter at such meetings is one half of the total number of Regional Board members in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Regional Board members present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Regional Board members shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the Regional Board has access to the appropriate equipment;
- and provided that, if after all reasonable efforts it does not prove possible for that Regional Board members to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Regional Boards shall be determined by a majority of the votes of Regional Board members present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Regional Board may act notwithstanding any vacancies, but, if the number of Regional Board members is less than the number fixed as the quorum, the continuing members may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Regional Board members entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Regional Board members and may include an electronic communication by or on behalf of the Regional Board indicating his or her agreement to the form of resolution providing that the Regional Board members has previously notified the Regional Board in writing of the email address or addresses which the member will use.

9 Interests of Regional Board members

Regional Board members shall complete a register of their business and personal interests, which shall be reviewed annually and summarised on the Trust's website.

Any Regional Board member who has any duty or personal interest that conflicts or may conflict with his or her duties as a Regional Board member shall:

- disclose that fact to the Regional Board as soon as he or she becomes aware of it. The member must absent himself or herself from any discussions of the Regional Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

10 Committees of the Regional Board members

The Regional Board has the following standard committees:

- Educational standards and performance
- Finance
- HR

The Trust Board must determine the constitution and terms of reference of the above committees (and any other committee the Regional Board decides to establish) and review them annually.

The establishment of any other committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trust Board.

11 Stakeholder voices

Regional Boards are asked to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place

arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements and more broadly.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of REAch2 academies. All schools have active pupil councils with representatives from each year group. Each LGB is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each LGB. Staff voice is similarly built into the governance structure with the election of up to two employees of the Academy (one teacher member and one non-teaching staff member) elected by employees of the Academy to each LGB.

12 Minutes

Attendance at each Regional Board meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Regional Board. The written record (once approved by the Chair of the relevant Regional Board meeting, with input from the Regional Director) shall be forwarded by the Clerk to all Regional Board members, relevant Trustees, the clerk to the Trust Board and all relevant executive staff as identified by the Head of Governance.

13 Delegation to the Regional Board

The Regional Board shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the Regional Board and that is communicated in writing to the Chair of the Regional Board.

The relationship between the Trust Board, the Regional Board and the LGB is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Roles and Functions Overview which provides further clarity as to who the decision makers are for different levels of decisions should be read alongside the REAch2 Governance Charter and this constitution and terms of delegation.

14 Key functions of the Regional Board

The Regional Board is asked to carry out the following functions:

a) Governance

- To provide regional overview, scrutiny and challenge of academy education and financial performance
- To ensure there are appropriate opportunities for regional contacts/communications for:
 - Chairs of governors; and
 - Headteachers
- To ensure there is effective communication between the Trustees and the LGBs

- To support the Chairs of Governors on the leadership of their respective LGBs
- To consult with the LGBs on any proposals they might have to establish any sub-committees other than temporary, ad hoc sub-committees required to deal with specific issues
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

b) Finance

- To scrutinise (acting through its Finance Committee) the budgets for its Regional Academies for recommendation to the Trustees' Finance Committee
- To ensure adequate risk, financial and asset management systems are in place across the Academy including appropriate action following any external audit
- To consider any variances on delegated budget reported by the LGBs for approval.

c) Contracts

- To review opportunities for collaborative procurement.

d) Curriculum and standards, and related

- To appoint an education committee
- To review Key Performance Indicators (KPIs) across the region for identification of any areas of concern for referral to the Trustees.

e) Admissions

- To ensure that the impact of any proposed changes to an Academy's admission arrangements are considered in light of the other Academies in the region.

f) Staffing

- To appoint an HR committee
- To provide input as requested by the Executive Team on the recruitment of Headteachers.

g) Risk, audit, health, safety and estates

- To consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
- To identify proforma risk matters to inform the Academy specific risk register

- To review any Risk Reports provided by the LGBs and making any recommendations to the Executive Team or notifications to the Trustees as appropriate
- To discuss problems and reservations arising from any internal audit and liaise with the Trust Risk and Audit Committee as requested to consider and keep under review the impact, implementation and effectiveness of internal control systems
- To review the due diligence report from the executive for any schools due to join the region, communicating any concerns to the Trust Risk & Audit Committee
- To consider and keep under review the impact and implementation of the Academy Trust's health and safety policy in the Academies
- To consider and keep under review the impact and implementation of arrangements for the effective supervision of building maintenance and minor works

In discharging these duties, the Regional Board will aim to

- facilitate good communication between the Trust Board and its Risk & Audit Committee and the Local Governing Bodies in relation to risk and financial probity
- ensure the credibility and objectivity of financial reporting
- strengthen the independence of the audit function
- improve the quality of the accounting and auditing functions.

15 Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

16 Circulation list

This constitution and these terms of reference shall be circulated to the Trust Board, the Regional Boards, the Clerk to the Regional Board, and others at the discretion of the Chair of the Trust Board or the Chairs of the Regional Board. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

Appendix 1 Regional Board member declaration

The Trustees
[• address]

[• 00 month year]

Dear Sir or Madam

REAch2 Academy Trust (**Academy Trust**) - appointment as a member of a Regional Board

I confirm that I wish to be a member of a REAch2 Regional Board in accordance with the Terms of Reference for Regional Boards prescribed by the Trust Board of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Regional Board member by reason of any provision in the Terms of Reference for Regional Boards (and by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any relevant business or personal interest I may have in any matter to be discussed at a meeting of the Regional Board in accordance with paragraph 9 of the Constitution and Terms of Reference for Regional Boards (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date