

Scheme of Delegation

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THE NOLAN PRINCIPLES

In undertaking their duties, the Trustees and Governors of Exeter Royal Academy for Deaf Education will uphold the Nolan Principles, the Seven Principles of Public Life (as defined by the Committee for Standards in Public Life):

- **Selflessness** Holders of public office should act solely in terms of the public interest.
- **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.
- **Objectivity** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **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.
- **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 doing so.
- **Honesty** Holders of public office should be truthful.
- **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.

1. Introduction

- 1.1. Exeter Royal Academy for Deaf Education ("the Charity") is a company limited by guarantee which is registered with the Charity Commission. The Academy's charitable objects are set out in Article 4 of its Articles of Association ("the Articles") as being: -
 - (i) to provide education, training, care, accommodation, leisure opportunities, welfare and other support services to deaf people and people who are not deaf but who, due to some other disability, would benefit from the same (principally though not exclusively from the counties of Devon, Cornwall, Somerset and Dorset) with the object of developing their personal, mental, physical and spiritual capacities so that they may realise their full potential as individuals and members of their communities and society as a whole and so that their condition of life may be improved; and
 - (ii) to educate the general public in the needs and capabilities of deaf people with a view to achieving greater integration between deaf and hearing communities.
- 1.2. It is the duty of the Academy's Board of Trustees ("the Board") to direct the Academy's affairs in such a way as to promote its charitable objects. In accordance with the definition in Section 177 Charities Act 2011 the directors are also the Academy's charity trustees ("the Trustees"), being those, "having the general control and management of the administration" of the Academy.
- 1.3. Article 26.1 of the Articles sets out the primary functions of the Board of Trustees. These functions include a responsibility to delegate its powers to committees in accordance with Article 31 and Article 32 of the Articles as appropriate with the aim that informed decisions be taken effectively and swiftly. The purpose of this document is to set out this framework of delegations and to clarify the basis on which the committees established by the Board of Trustees are to operate.
- 1.4. The Board of Trustees approved revised Articles of Association in March 2022. The following scheme of delegation sets out the mechanisms through which the Board of Trustees executes its governance accountabilities.

2. Governance and Committee Structure

- 2.1. The Board of Trustees is responsible for the governance of the Deaf Academy, the Children's Home, and the corporate activities of the charity. These responsibilities are discharged via committees with delegated authority from the Board of Trustees to undertake specific functions, as set out in the terms of reference, to ensure proper governance, compliance and assurance is achieved to ensure the safe and effective delivery of the services and responsibilities the charity must discharge.
- 2.2. Whilst the Board of Trustees holds overall accountability for all aspects of the charity, the work of the committees and any sub committees they establish is critical to the effective operation of the charity. They are the vehicle through which the management of safe and effective service delivery and regulatory and legislative compliance is monitored and assurance is provided to the Board of Trustees.
- 2.3. The work of the committees and sub committees will be more focussed and granular in nature than that of their sponsoring bodies. Their terms of reference are designed to ensure thorough and robust scrutiny takes place.
- 2.4. Responsibility for the day-to-day management of the charity, the Deaf Academy and Children's Home is the responsibility of the Senior Leadership Team led by the Principal. Governors and Trustees are responsible for scrutiny and holding the Principal and senior leadership to account for the performance of the organisation.

2.5. The schematic below sets out the committee structure which underpins governance across the charity. The Board Committees are:

- Deaf Academy Governing Body
 - Supported by an Education Standards Sub-Committee
- Children’s Home Governing Body
- Care and Safeguarding Committee
- Finance and Resources Committee
 - Supported by the Health and Safety Sub-Committee
- Nominations and Remuneration Committee

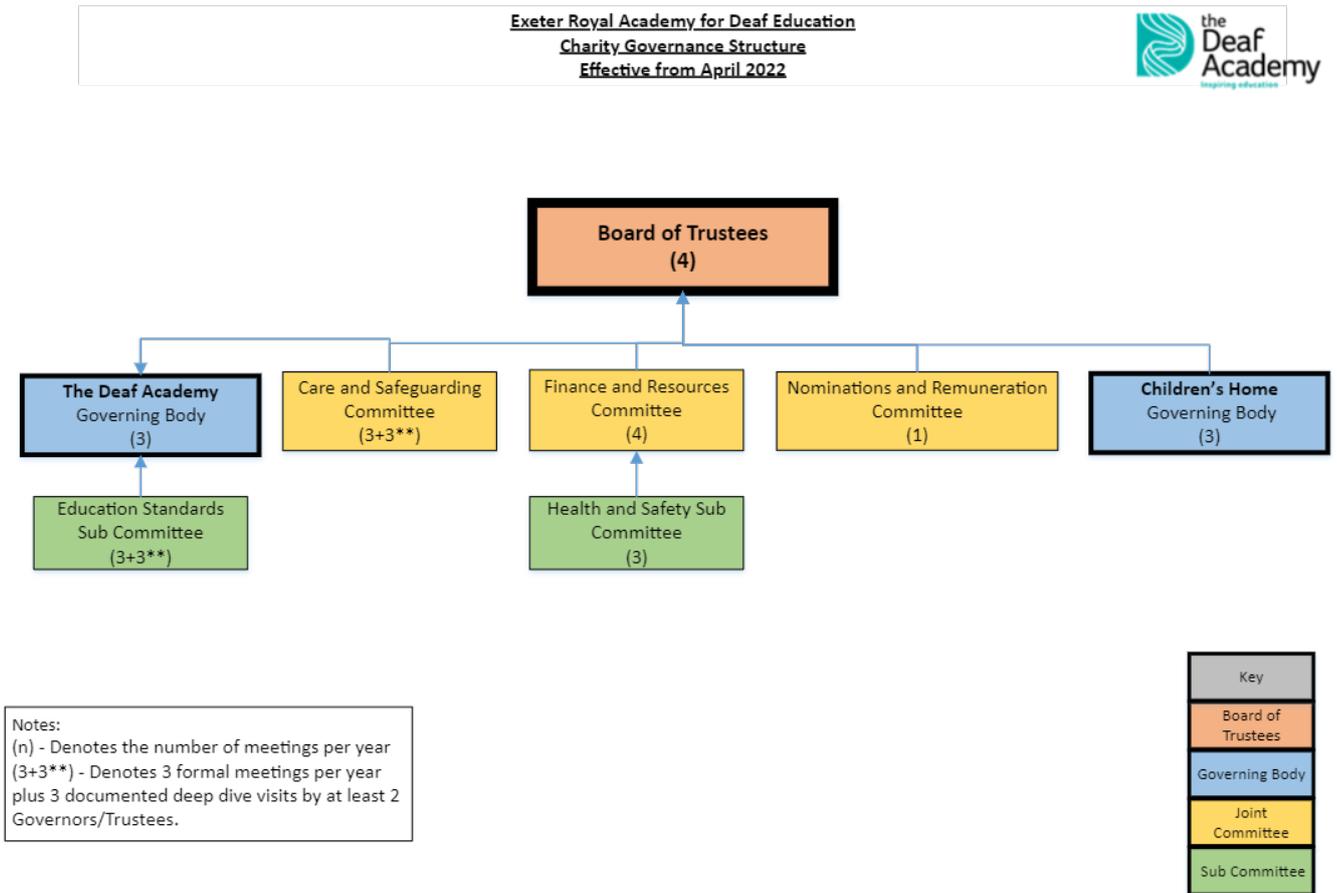
2.6. Terms of reference for the Committees are attached in Annexes 1-7.

2.7. The work of the Committees and Sub-Committees is important, enabling robust exploration of the efficacy, safety, scrutiny, and assurance of the charity’s work. Much of the business of the Board of Trustees and Governing Bodies will be conducted via the supporting committee structure.

2.8. The scheduling of meetings will be coordinated to ensure the timings of meetings support the smooth flow of information between Committees and the Board of Trustee and Governing Bodies’ meetings. An annual programme of meetings will be published.

2.9. The Principal will nominate a member of the Senior Leadership Team to be the lead officer to support each Committee and its chair. The lead officer will be responsible for supporting the Committee chair and producing a summary report following each meeting for presentation to the Board of Trustees and/or Governing Bodies in accordance with the agreed reporting framework. The report will include the Statement of Representation to the Board. The summary report prepared by the lead officer will be signed off by the Committee chair prior to submission to the Clerk for inclusion in Board/Committee papers.

2.10. Structure chart



3. Committee Roles and Functions

Terms of reference for all committees are included in Annexes 1-7.

3.1. Deaf Academy Governing Body

3.1.1. This Committee will be established in accordance with Article 31 to oversee the management of the Deaf Academy. This Committee will be known as the Deaf Academy Governing Body. No more than 5 members of the Deaf Academy Governing Body shall be Trustees. The responsibility for governing the Deaf Academy must be shared by the whole Governing Body. Every Governor has a role in promoting good governance, and in supporting students, staff and parents, and the role of the Deaf Academy in the community, and with regulatory bodies.

3.1.2. The role and purpose of the Governing Body is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for education, residential care, safeguarding and financial and quality performance.

3.1.3. The three core functions of the Governing Body are:

- (i) Ensuring clarity of vision, ethos and strategic direction,
- (ii) Holding executive leaders to account for the education and safeguarding performance of the Deaf Academy and its students, and the performance management of staff,

- (iii) Overseeing the financial and quality performance of the Deaf Academy, making sure its money is well spent within the budget agreed annually by the Board or otherwise within any limits specified by the Board.

3.1.4. To deliver these responsibilities effectively the Governing Body must:

- (i) Set and model the culture, values and ethos of the Deaf Academy.
- (ii) Establish the right balance between supporting the Deaf Academy leaders and providing constructive challenge to them,
- (iii) Hold school leaders to account for the quality of the Deaf Academy's provision and its impact on outcomes for students,
- (iii) Focus on the question "What difference is this going to make for the students and how will we know the impact?"

3.2. Education Standards Sub-Committee (ESC)

3.2.1. The Education Standards Sub-Committee is a Sub-Committee of the Deaf Academy Governing Body, the purpose of the ESC is:

- (i) To oversee and provide assurance to the Governing Body on the setting, delivery, and performance of key objectives for the education service provided by the School and College.
- (ii) To have oversight of and monitor performance against the teaching and learning elements of the School and College improvement plan to address any shortcomings identified by Ofsted inspections.
- (iii) To receive regular reports on performance on agreed education Key Performance Indicators (KPIs) and findings of periodic audits of compliance with education policies. In particular, the ESC will seek assurance of compliance with Ofsted regulations and progress and ensure an assurance statement is issued to the Governing Body at least annually.
- (iv) The ESC will ensure that an assurance statement covering points (i) – (iii) above is issued to the Governing Body at least annually

3.3. Care and Safeguarding Committee (CSC)

3.3.1. The Care and Safeguarding Committee will be established in accordance with Article 31 to oversee care and safeguarding. The CSC will be a joint committee of the Board and Governing Bodies. At least 2 members of the CSC shall be Trustees.

3.3.2. The role and purpose of the CSC is to be responsible, on behalf of the Board of Trustees and Governing Bodies, for debating and discussing the safeguarding work of all aspects of the Charity's work and making recommendations to the Governing Bodies and Board of Trustees on any significant national or local changes in safeguarding practice and policy.

3.3.3. Safeguarding is not a specific action but more a way of working. It cuts across many different policies and procedures, includes child and vulnerable adult protection, behaviour and physical intervention, relevant medical policies, health and safety, recruitment, anti-bullying strategies and liaison with external agencies. The CSC is responsible for ensuring all cross-cutting themes within safeguarding are monitored and cross referenced.

3.4. Finance and Resources Committee (FRC)

- 3.4.1. The Finance and Resources Committee will be established in accordance with Article 31 to oversee finance and resources. The FRC will be a joint Committee of the Board and Governing Bodies. At least 2 members of the FRC shall be Trustees.
- 3.4.2. The purpose of the FRC is to oversee the finance and resources performance of all areas of the Charity – the Deaf Academy, Children’s Home and corporate functions - making sure its money is well spent, resources are effectively deployed, and health and safety responsibilities are appropriately discharged.

3.5. Health and Safety Sub-Committee (HSC)

- 3.5.1. The HSC is a management committee chaired by the Principal or Director of Finance and Resources. The HSC reports to the FRC; one Governor and one Trustee are appointed to this committee.
- 3.5.2. The Health & Safety Sub-Committee will oversee the effective health and safety arrangements for the Deaf Academy and the Children’s Home.

3.6. Nominations and Remuneration Committee (NRC)

- 3.6.1. The Nominations and Remuneration Committee will be established in accordance with Article 31 to oversee the appointment of Trustees and Governors and appointment and remuneration of Directors/Senior Leaders.¹ The Committee shall comprise a minimum of 3 Trustee members, one of whom must be the Chair of the Deaf Academy Governing Body.
- 3.6.2. The NRC will lead the process for Board of Trustee and Governing Body appointments and make recommendations to the Board of Trustees for the appointment of new Trustees and Governors. It will advise the Board of Trustees on fulfilling its responsibilities regarding all matters related to the appointment and termination of Directors/Senior Leaders contracts, their performance evaluation and training.

3.7. Children’s Home Governing Body

- 3.7.1. This Committee will be established in accordance with Article 31 to oversee the management of the Children’s Home. This Committee will be known as the Children’s Home Governing Body. No more than 3 members of the Children’s Home Governing Body shall be Trustees.
- 3.7.2. The responsibility for governing the Children’s Home must be shared by the whole Governing Body. Every member has a role in promoting good governance, supporting resident children and young people, staff and parents, and the role of the Children’s Home in the community, and with regulatory bodies.
- 3.7.3. The role and purpose of the Governing Body is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for care, safeguarding, and financial and quality performance of Rolle House.
- 3.7.4. The three core functions of the governing board are:

¹ For the purposes of this committee Senior Leaders include all Assistant Principal roles

- (i) Ensuring clarity of vision, ethos and strategic direction
- (ii) Holding executive leaders to account for the care and safeguarding performance of the home and its residents, and the performance management of staff
- (iii) Overseeing the financial performance of the home and making sure its money is well spent, within the budget agreed annually by the Board or otherwise within any limits specified by the Board

3.7.5. To deliver these responsibilities effectively the Governing Body must:

- (i) Set and model the culture, values and ethos of the Children's Home
- (ii) Establish the right balance between supporting the Children's Home leaders and providing constructive challenge,
- (iii) Hold Children's Home leaders to account for the quality of the provision and its impact on outcomes for residents
- (iv) Focus on the question "What difference is this going to make for the children and young people and how will we know the impact?"

4. Representation to the Board and Governing Bodies

- 4.1. Each Committee will confirm to the Board of Trustees and/or the host Governing Body that it is compliant with its Terms of Reference, continues to receive reports from all relevant senior leaders and/or Sub-Committees, and has reported to the Board of Trustees and/or host Governing Body all matters where, in the opinion of the Committee, a key risk or action has not been, or is unlikely to be, appropriately controlled or executed.

5. Conflicts of Interest

- 5.1. Members of all Committees shall deal with any conflicts of interest in accordance with Article 25 of the Academy's Articles.

6. Amendment

- 6.1. The terms of this Scheme of Delegations and the Articles of Governance may be amended from time to time in writing by the Board of Trustees.

TERMS OF REFERENCE

ANNEXE 1	Deaf Academy Governing Body
ANNEXE 2	Deaf Academy Governing Body Education Sub-Committee (ESC)
ANNEXE 3	Care and Safeguarding Committee (CSC)
ANNEXE 4	Finance and Resources Committee (FRC)
ANNEXE 5	Health and Safety Sub-Committee (HSC)
ANNEXE 6	Nominations and Remuneration Committee (NRC)
ANNEXE 7	Children's Home Governing Body

Please note:

The powers to amend Terms of Reference are matters reserved to the Board of Trustees. All committees will review their Terms of Reference regularly and make recommendations for change via their sponsoring committee to the Board

ANNEXE 1

Deaf Academy Governing Body

1. Purpose and Responsibilities

- 1.1. The Committee will be established in accordance with Article 31 to oversee the management of the Deaf Academy. This Committee will be known as the Deaf Academy Governing Body. No more than 5 members of the Deaf Academy Governing Body shall be Trustees. The responsibility for governing the Deaf Academy must be shared by the whole Governing Body. Every Governor has a role in promoting good governance, and in supporting students, staff and parents, and the role of the Deaf Academy in the community, and with regulatory bodies.
- 1.2. The role and purpose of the Governing Body is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for education, residential care, safeguarding and financial and quality performance.
- 1.3. The three core functions of the Governing Body are:
 - (i) Ensuring clarity of vision, ethos and strategic direction,
 - (ii) Holding executive leaders to account for the education and safeguarding performance of the Deaf Academy and its students, and the performance management of staff,
 - (iii) Overseeing the financial and quality performance of the Deaf Academy, making sure its money is well spent, within the budget agreed annually by the Board or otherwise within any limits specified by the Board.
- 1.4. To deliver these responsibilities effectively the Governing Body must:
 - (iv) Set and model the culture, values and ethos of the Deaf Academy,
 - (ii) Establish the right balance between supporting the Deaf Academy leaders and providing constructive challenge to them,
 - (iii) Hold school leaders to account for the quality of the Deaf Academy's provision and its impact on outcomes for students,
 - (iv) Focus on the question "What difference is this going to make for the students and how will we know the impact?"

2. Terms of Reference

- 2.1. Pursuant to Articles 31 and 32 of the Articles the Governing Body has delegated authority from the Board of Trustees to oversee the management and conduct of the Deaf Academy.
- 2.2. The Board of Trustees has delegated powers necessary to manage and conduct the Deaf Academy to the Governing Body to include financial management of the Deaf Academy except that the Board of Trustees retains the following: -
 - (i) Power to revise delegated financial limits and to require revisions to the budget at any time;
 - (ii) Power to amend any of the provisions in relation to the Governing Body in this Scheme of Delegations and to amend the Articles of Association;

- (iii) Power to revoke at any time the delegation of its powers to the Governing Body;
- (iv) Full powers in relation to any of the Academy's property; and
- (v) Powers of investment conferred upon the Board of Trustees in Article 5 of the Articles of Association.

3. Membership

3.1. The Chair of Governors will be appointed by the Board of Trustees.

3.2. The Chair of Governors will be a member of the Nominations and Remuneration Committee. The Nominations and Remuneration Committee is responsible for the process of identification of potential Governors. A Governor Skills audit will be used to identify any gaps in the skills required for the Governing Body to operate effectively. The agreed selection process will be followed and the Chair will make a formal recommendation for appointments to the Governing Body and Board of Trustees. Safeguarding checks will be completed prior to an appointment being confirmed.

3.3. Subject to Clause 3.2, membership of the Governing Body shall be up to a maximum number of 17 and shall comprise: -

- (i) Up to 5 Trustees nominated by the Board of Trustees from time to time;
- (ii) One teacher who is elected by the teaching staff, and one member of the non-teaching staff who is elected by the non-teaching staff ("Staff Governors"), to serve for a period of four years from the date of his/her election. A Staff Governor must not be the parent of a student.
- (iii) The Principal of the Academy or nominated deputy(s). Nomination of a deputy(s) must be agreed with the Chair of Governors;
- (iv) Up to two persons elected by, or appointed to represent, parents of children at the School and College, taking into account as far as is reasonable, the results of elections held at which all parents of students of the School and College are given the opportunity to vote, to serve for a period of four years from the date of their election; and
- (vi) Any other individuals co-opted to membership of the Governing Body in accordance with Clause 3.7 (each a "Co-Opted Governor").
- (vii) Any individuals co-opted to membership may hold office for a period of up to four years from the date of their appointment and shall be eligible for re-appointment for a further consecutive period of office of up to four years. An initial term of office will be determined by the Governing Body on the advice of the Clerk to ensure governor succession planning is secure and provides appropriate continuity of support and knowledge for the Governing Body to fulfil its responsibilities.
- (viii) In exceptional circumstances co-opted members who have served eight consecutive years of office may have the term of office extended on an annual basis subject to regular review.

3.4. An individual may not be a Governor: -

- (i) Unless they have signed a written declaration of his/her willingness to act in conformity with this Scheme of Delegations and the Academy's Articles;
- (ii) Unless s/he is aged 18 or over at the date of his/her election or appointment;

- (iii) If it would mean that the number of Governors who are Trustees would comprise a majority of the total membership of the Governing Body; or
- (iv) If s/he fails to maintain a satisfactory Disclosure and Barring Service (Enhanced) report.

3.5. A technical defect in the appointment of a Governor shall not invalidate any of Governing Body acts or decisions taken in good faith.

3.6. Election of Staff Governors

3.6.1. An Election for a Staff Governor shall ordinarily be organised by the Clerk during the two months preceding the date on which the term of office for an existing Staff Governor is due to expire. Nominations forms shall be issued to all permanent teaching and/or non-teaching staff (as appropriate). Completed nomination forms shall be sent to the Clerk by a date which s/he specifies, and such nominations shall indicate the consent of the candidate.

3.6.2. All permanent teaching and/or non-teaching staff (as appropriate) shall be issued with an appropriate voting form indicating the candidates for whom they can vote, and these are to be returned to the Clerk by a date which s/he specifies. The results of the election shall be published within five working days thereafter.

3.6.3. In the event that there are insufficient candidates to fill the vacancies that exist for Staff Governors, the Governing Body may, following consultation with the teaching and / or non-teaching permanent staff (as appropriate), co-opt a member of staff as appropriate to serve for a period of one year from the date of his/her co-option subject to Clause 3.2.

3.7. Co-option

3.7.1. In the event of a casual vacancy for a Staff Governor, the Governing Body shall have the ability, subject to Clause 3.2, to co-opt an individual to membership from the relevant category of person to fill the casual vacancy only for the unexpired term of office of the Governor in whose place s/he has been appointed.

3.7.2. Subject to Clauses 3.1 and 3.2, the Governing Body may also co-opt individuals to serve as Governors for a period of up to four years from the date of their appointment. Any individual co-opted in accordance with this clause must not be a member of staff, nor a parent of a student at either the School or the College.

3.7.3. The Governing Body may co-opt Associate Governors with specific skills sets that support the work of the Governing Body which cannot be provided by members of the Governing Body.

3.8. Chair and Vice-Chair

3.8.1. The Chair and Vice-Chair of the Governing Body shall each be appointed by the Board of Trustees for such periods as the Board of Trustees shall determine from time to time. The Chair of the Governing Body shall normally be a Trustee. In exceptional circumstances the Trustees may appoint a Chair of the Governing Body who is not a Trustee.

3.9. Termination of Membership

3.9.1. A Governor shall cease to hold office if:-

a. In the case of a Governor who is not a Trustee: -

- (i) They resign by written notice to the Clerk

- (ii) They are absent from three consecutive meetings of the Governing Body without good reason and the Governing Body resolves (by a 75% majority of those present and voting) that s/he should be removed;
 - (iii) They are a Staff Governor or a Co-opted Governor and s/he comes to the end of his/her term of office;
 - (iv) They are a Staff Governor and s/he ceases to be employed as a permanent member of staff or s/he becomes a parent of a student at either the School or the College;
 - (v) They are the Principal of the Academy and cease to hold office as such;
 - (vi) In the view of the Chair of Trustees and Chair of Governors, the behaviour or conduct of a Governor has the potential to bring the reputation of the Academy into disrepute. This includes, but not exclusively, conduct that would undermine the confidence of parents, local authority funders and/or potential charitable donors;
 - (vii) They fail to maintain a satisfactory Disclosure and Barring Service (Enhanced) report.
- b. In the case of a Governor who is a Trustee, they cease to hold office as a Trustee, unless they are willing to continue to serve as a Governor and they are appointed as a Co-Opted Governor pursuant to clause 3.7.

4. Meetings

- 4.1. The Governing Body shall meet whenever necessary but no less than four times a year. The Clerk shall give written notice of the meeting date and agenda at least seven days in advance of the meeting unless, in the opinion of the Chair, exceptional and urgent circumstances exist.
- 4.2. If the Chair of the Governing Body is absent, or unwilling to take the chair, then the Vice-Chair of the Governing Body shall preside at the meeting.
- 4.3. A Governor may be part of the quorum at a meeting of the Governing Body if he or she can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 4.4. The quorum for meetings of the Governing Body is six Governors.
- 4.5. Matters arising at a meeting of the Governing Body are to be decided by a simple majority of votes; each Governor is to have one vote.
- 4.6. If there is an equality of votes the Chair is entitled to a second or casting vote.
- 4.7. If a meeting of the Governing Body remains inquorate for 15 minutes after its starting time or becomes inquorate for more than 15 minutes the Governors present may act only to adjourn the meeting to such other time and place as they decide.
- 4.8. If at the adjourned meeting there are again insufficient Governors present within 15 minutes from the time of the adjourned meeting to constitute a quorum then those Governors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 4.9. A written resolution signed by a majority of the Governors will be as valid as if the decision had been passed at a meeting.

- 4.10. Minutes of all meetings of the Governing Body must be made and signed as an accurate record by the governor who chaired the meeting at the time at which they were approved. A copy of all minutes must be sent to the Clerk for distribution to all the Trustees.
- 4.11. The Principal will nominate a member of the Senior Leadership Team to be the lead officer to support the committee and its chair. The lead officer will be responsible for supporting the committee chair and producing a summary report following each meeting for presentation to the Board of Trustees and/or Governing Bodies in accordance with the agreed reporting framework. The summary report prepared by the lead officer will be signed off by the committee chair prior to submission to the Clerk for inclusion in Board/Committee papers.
- 4.12. The Clerk to the Board of Trustees shall act as clerk to the Governing Body unless a decision is taken by the Governing Body to appoint somebody else to act as Clerk.
- 4.13. Conflict of Interests
- 4.13.1. A Register of Interests declared will be available for inspection at every meeting. Declaration of Interests will be a standing agenda item. Governors must declare any interest in any agenda item before commencement of the consideration.
- 4.13.2. Governors shall deal with any conflicts of interest in accordance with Article 25 of the Academy's Articles of Association.

5. Sub-Committees of the Governing Body

- 5.1. The Deaf Academy Governing Body has the power to delegate to such Sub-Committees as the members may establish from time to time, to the extent permitted by the Scheme of Delegation. Each Sub-Committee shall;
- (i) Be governed by the Scheme of Delegation; and
 - (ii) The chair of a Sub-Committee will be appointed by the Deaf Academy Governing Body
 - (iii) Directly report to the Deaf Academy Governing Body on the exercise of its powers.
- 5.2. All Sub-Committees should agree a vice chair from amongst their number to provide for support to the chair, succession planning and continuity (organisational memory). The purpose and terms of reference for the committee will be set out by the Governing Body, each Sub-Committee will report to the full Governing Body at every meeting unless otherwise agreed by the Chair in consultation with the Sub-Committee Chair.
- 5.3. Representation to the Governing Body – every Sub-Committee will confirm to the Governing Body that it is compliant with its Terms of Reference, receives reports from all relevant senior leaders and/or sub committees, and has reported to the Governing Body all matters where, in the opinion of the Committee, a key risk or action has not been, or is unlikely to be, appropriately controlled or executed.

ANNEXE 2

EDUCATION STANDARDS SUB-COMMITTEE (ESC)

1. Purpose and Responsibilities of the ESC are:

- 1.1. To oversee and provide assurance to the Deaf Academy Governing Body on the performance and delivery and setting of key objectives for the Education service provided by the School and College.
- 1.2. To have oversight of and monitor performance against the teaching and learning elements of the School and College improvement plan to address any shortcomings identified by Ofsted inspections.
- 1.3. To receive regular report on performance on agreed Education Key Performance Indicators (KPIs) and findings of periodic audits of compliance with Education policies. In particular, the ESC will seek assurance of compliance with Ofsted guidance and progress and ensure an assurance statement is issued to the Governing Body at least annually.

2. Terms of Reference

- 2.1. The ESC has delegated authority from the Governing Body to monitor and evaluate the teaching and learning in the School and College. The purpose of the ESC is to oversee the teaching and learning performance in the School and College. It has responsibility for ensuring that all students achieve their full potential. Its remit includes monitoring and evaluating teacher performance, the curriculum, student achievement, inclusive practice, the impact of the pupil premium and other government funding streams, and parental and community links.
- 2.2. The Governing Body has delegated the powers necessary to oversee teaching and learning in the School and College to the ESC. The ESC must report back to the Governing Body on the exercise of its powers.
- 2.3. Representation to the Governing Body – the ESC will confirm to the Governing Body that it is compliant with its Terms of Reference, continues to receive reports from all relevant senior leaders and/or sub committees and has reported to the Governing Body all matters, where in the opinion of the Committee, a key risk or action has not been, or is unlikely to be, appropriately controlled or executed.
- 2.4. The Committee will review the Terms of Reference no less than annually and where necessary make recommendations to the Governing Body for amendment.
- 2.5. The main duties of the ESC are:
 - a. Curriculum
 - (i) To agree and recommend to the Governing Body the School and College's curriculum policy and to monitor implementation of changes to the Academy's curriculum in line with national and local guidelines and requirements;
 - (ii) To receive information from the Principal and the staff about how the curriculum is taught, evaluated and resourced;
 - (iii) To agree the policies for collective worship, religious education, safeguarding education and sex education for the Academy;
 - (iv) To agree the arrangements for educational visits and ensure that they are in line with current guidance (link to Health and Safety);

- (v) To agree any specific involvement by individual Governors in curriculum areas (linked to School and College Improvement Plan);
- (vi) To agree and recommend to the Governing Body policy, protocol and timetable for Governor visits to the School and College.

b. Inclusion

- (i) To ensure the needs of looked after children are met through the agreements and review of the relevant policy;
- (ii) To ensure that the Academy meets the statutory requirements relating to equality legislation;
- (iii) To monitor student attendance and set targets as necessary.

c. Academy Improvement

- (i) To contribute to strategic planning within the Academy and to the creation of the Improvement Plan for education specifically, and to recommend this to the Governing Body;
- (ii) To review and evaluate at least annually with the Principal progress against the key milestones and deliverables of the Improvement Plan and report to the Governing Body;
- (iii) To agree with the Governing Body formal monitoring arrangements in respect of the Improvement Plan and report progress to the Governing Body at least termly;
- (iv) To monitor, review and make changes to the Academy Self Evaluation Process;
- (v) To review the data in the autumn term and report key messages on Academy performance, including benchmarking information, to the Governing Body;
- (vi) To recommend the annual statutory targets for student achievement to the Governing Body.

d. Community & Parent links

- (i) To assist the Principal in promoting good relationships and communication with parents and the community;
- (ii) To regularly receive updates on publicity and any related issues as required;
- (iii) To review the Academy prospectus and website;
- (iv) To ensure a complaints procedure is in place and monitored (link to safeguarding);
- (v) To ensure the Governing Body duties on student record keeping, disclosure of student information and student reports are fulfilled;
- (vi) To encourage wider networking with other schools and colleges both locally and nationally.

2.6 A summary of actions points and of note of all meetings including new policy approval or policy amendment, of the Education Standards Sub-Committee will be sent to the Board of Trustees via the Governing Body.

3. Membership

3.1. Membership of the Education Standards Sub-Committee (ESC) shall comprise: -

- (i) The Chair, appointed by the Board of Trustees on the recommendation of the Governing Body;
- (ii) No more than five members of the Governing Body, who shall be appointed by the Governing Body for such periods as the Governing Body shall determine from time to time;
- (iii) The Principal;
- (iv) A member of the senior education staff nominated by the Principal.

3.2. An individual may not be a member of the ESC: -

- (i) Unless they have signed a written declaration of his/her willingness to act in conformity with this Scheme of Delegations and the Academy's Articles of Association;
- (ii) Unless they are aged 18 or over at the date of his/her election or appointment.
- (iii) A technical defect in the appointment of a member of the ESC shall not invalidate any of the committee's acts or decisions taken in good faith.

3.3. Chair

3.3.1. The Chair of the ESC shall be appointed by the Board of Trustees on the recommendation of the Governing Body.

3.4. Termination of Membership

3.4.1. A member of the ESC shall cease to hold office if: -

- (i) They resign by written notice to the Clerk;
- (ii) The Governing Body resolves (by a 75% majority of those present and voting) that they should be removed;
- (iii) They are a Trustee and s/he ceases to hold office as a Trustee and is not continuing to hold office as a Governor;
- (iv) They are a Governor and ceases to be a Governor;
- (v) Membership of the Sub-Committee will automatically terminate on the resignation or termination of employment for staff members.

4. Meetings

4.1. The ESC shall meet whenever necessary but at least no less than once every term. The Clerk shall give written notice of the meeting date and agenda at least seven days in advance of the meeting unless, in the opinion of the Chair, exceptional and urgent circumstances exist.

4.2. If the Chair of the ESC is absent from or unwilling to take the chair at any meeting then the members shall, before any other business is transacted, choose one of the Governor Members who is present to preside at the meeting.

- 4.3. The quorum for meetings of the ESC is three members. of whom at least two must be Governor Members who are not members of staff.
- 4.4. A member may be part of the quorum at a meeting of the ESC if he or she can understand, comment and vote on the proceedings through telephone, video conferencing or another communications equipment.
- 4.5. Matters arising at a meeting of the ESC are to be decided by a simple majority of votes.
- 4.6. If there is an equality of votes the Chair is entitled to a second or casting vote.
- 4.7. If a meeting of the ESC remains inquorate for 15 minutes after its starting time or becomes inquorate for more than 15 minutes the members present may act only to adjourn the meeting to such other time and place as they decide.
- 4.8. If at the adjourned meeting there are again insufficient members present within 15 minutes from the time of the adjourned meeting to constitute a quorum then those members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 4.9. The Chair of the ESC may invite any other individual to attend one of its meetings as s/he deems necessary.
- 4.10. Minutes of all meetings of the ESC must be made and signed as an accurate record by the member who chaired the meeting. A copy of all minutes must be sent to the Clerk for distribution to all the Trustees and Governors. Any confidential issues will be recorded in "Part Two" minutes and these will only be distributed to the members of the ESC.
- 4.11. The Principal will nominate a member of the Senior Leadership Team to be the lead officer to support the sub-committee and its chair. The lead officer will be responsible for supporting the sub-committee chair and producing a summary report following each meeting for presentation to the Board of Trustees and/or Governing Body in accordance with the agreed reporting framework. The summary report prepared by the lead officer will be signed off by the committee chair prior to submission to the Clerk for inclusion in Board/Committee papers.

5. Conflict of Interests

- 5.1. Members of the ESC shall deal with any conflicts of interest in accordance with Article 25 of the Academy's Articles.

ANNEXE 3

CARE AND SAFEGUARDING COMMITTEE (CSC)

The Care and Safeguarding Committee will be established in accordance with Article 31 to oversee care and safeguarding. The Committee will be a joint committee of the Board and Governing Bodies. At least 2 members of the Committee shall be Trustees.

1. Purpose and Responsibilities of the CSC:

- 1.1. The role and purpose of the CSC is to be responsible, on behalf of the Board of Trustees and Governing Bodies, for debating and discussing the safeguarding work of all aspects of the Charity's work and making recommendations to the Governing Bodies and Board of Trustees on any significant national or local changes in safeguarding practice and policy.
- 1.2. Safeguarding is not a specific action but more a way of working. It cuts across many different policies and procedures, includes child and vulnerable adult protection, behaviour and physical intervention, relevant medical policies, health and safety, recruitment, anti-bullying strategies and liaison with external agencies. The CSC is responsible for ensuring all cross-cutting themes within safeguarding are monitored and cross referenced.

2. Terms of Reference

- 2.1. Representation to the Governing Bodies and Board of Trustees - the Care and Safeguarding Committee will confirm to the Governing Bodies and Board of Trustees that it is compliant with its Terms of Reference, receives reports from all relevant senior leaders and/or sub committees and has reported to the Governing Bodies and Board of Trustees all matters, where in the opinion of the Committee, a key risk or action has not, or is unlikely to be, appropriately controlled or executed.
- 2.2. The Committee will review the Terms of Reference no less than annually and where necessary make recommendations to the Board of Trustees for amendment.
- 2.3. As part of its remit the CSC has authority to review the effectiveness of the Deaf Academy and Children's Home behaviour management strategies, to monitor incidents, to review trends, and to recommend changes in practice to improve outcomes for students.
- 2.4. The main duties of the Care and Safeguarding Committee are: -
 - (i) To ensure arrangements for the creation, monitoring and review of safeguarding policies including the Child & Vulnerable Adults Protection and Protect policy, Behaviour policy and Physical Intervention policy are in place and operate effectively;
 - (ii) To review systematically the different aspects to safeguarding and behaviour management and their implementation within the Deaf Academy and Children's Home and make recommendations for change to the Governing Bodies;
 - (iii) To review the effectiveness of the training in child and vulnerable adult protection that is given to Staff, Trustees and Governors;
 - (iv) To receive regular reports on performance on agreed Safeguarding and Behaviour Management KPIs and finding of periodic audits of compliance with Safeguarding and Behaviour Management policies and cross cutting themes;
 - (v) To discuss assurance of compliance with employment practices linked to Safeguarding risk management no less than 3 times per year. The results of

Safeguarding audits produced will be discussed with the Finance and Resources Committee and a joint assurance statement issued to the Governing Body at least annually;

- (vi) To be aware of the changing expectations of parents, Ofsted, central government, local government, statutory and non-statutory guidance and others regarding safeguarding and behaviour management and to ensure the practice of the Deaf Academy and Rolle House always meets these expectations;
- (vii) To have a responsibility for co-ordinating the safeguarding aspects of the self-evaluation process;
- (viii) To seek assurance from the Finance and Resources Committee on effective audit of compliance with recruitment procedures and other HR policies, to ensure they comply fully with safeguarding requirements. To review the procedures taken when liaising with external agencies over child and vulnerable adult protection concerns;
- (ix) To seek assurance from the Health and Safety Sub-Committee that the campus is free from physical risks and that all equipment is regularly checked and maintained;
- (x) To review students' access to advocacy and ensure they know how they can raise concerns in BSL without needing to communicate with Academy staff.
- (xi) To review the annual complaints report;
- (xii) To consider the external agencies based on the Exmouth campus, and any implications on safeguarding;
- (xiii) To explore research proposals for developing safeguarding practice;
- (xiv) To discuss anticipated changes in legislation and ensure plans are established to ensure the Deaf Academy and Rolle House fully comply with legislation;
- (xv) To look at the safeguarding aspects of processes of assessment, recruitment and induction of new students/placements and make recommendations to improve practice;
- (xvi) To identify areas of good practice and discuss means of spreading good practice throughout the Charity's provision;
- (xvii) To review links with education and care providers and ensure that there is mutual synergy and synchronicity between the various safeguarding practices, procedures and policies;
- (xviii) To review behaviour management incidents, identify any underlying causes and examples of good practice, and make recommendations to the Governing Bodies for any changes in current practice;
- (xix) To monitor regularly the Single Central Record and make any recommendations to the Deaf Academy Governing Body on any changes in current practice;
- (xx) To review the Committee's Terms of Reference no less than annually and where necessary make recommendations for amendment to the Board of Trustees and Governing Bodies.

Other:

- (i) To ensure advice is available to the Senior Leadership Team and Designated Safeguarding Lead and that appropriate action on safeguarding and behaviour management matters is taken within the Deaf Academy and Rolle House;
- (ii) To obtain any necessary external professional advice to enable the CSC to carry out its responsibilities more effectively, including arranging for such external adviser(s) to attend meetings and give advice as appropriate;
- (iii) To provide actions / points of note of all CSC meetings for review at meetings of the Board of Trustees.

3. Membership

3.1. Membership of the Care and Safeguarding Committee (CSC) shall comprise: -

- (i) The Chair, appointed by the Board of Trustees;
- (ii) No less than two Trustees, one of whom may be the chair;
- (iii) No more than five members of the Governing Bodies, who shall be appointed by the Governing Bodies for such periods as the Governing Bodies shall determine from time to time. Each Governing Body must appoint at least 1 member;
- (iv) The Principal;
- (v) The Assistant Principal for Care and Safeguarding;
- (vi) The Senior Safeguarding Caseworker.
- (vii) The CSC may co-opt members with specific skills sets that support the work of the committee.

3.2. An individual may not be a member of the CSC: -

- (i) Unless s/he has signed a written declaration of his/her willingness to act in conformity with this Scheme of Delegations and the Articles of Association; or
- (ii) Unless s/he is aged 18 or over at the date of his/her election or appointment.
- (iii) A technical defect in the appointment of a member of the CSC shall not invalidate any of its acts or decisions taken in good faith.

3.3. Chair

3.3.1. The Chair of the CSC shall be appointed by the Board of Trustees.

3.4. Termination of Membership

3.4.1. A member of the CSC shall cease to hold office if: -

- (i) They resign by written notice to the Clerk;
- (ii) The Board of Trustees resolves (by a 75% majority of those present and voting) that s/he should be removed;

- (iii) They are a Trustee and s/he ceases to hold office as a Trustee and is not continuing to hold office as a Governor;
- (iv) They are a Governor and cease to be a Governor;
- (v) Membership of the Committee will automatically terminate on the resignation or termination of employment for staff members.

4. Meetings

- 4.1. The CSC shall meet whenever necessary but no less than 3 times per year. In addition, 3 deep dive explorations will be conducted. The Clerk shall give written notice of the meeting date and agenda at least seven days in advance of the meeting unless, in the opinion of the Chair, exceptional and urgent circumstances exist.
- 4.2. If the Chair of the CSC is absent from or unwilling to take the chair at any meeting then the members shall, before any other business is transacted, choose one of the members who is present to preside at the meeting.
- 4.3. The quorum for meetings of the CSSC is three members, of whom at least one must be a Governor Member and one must be a Trustee Member.
- 4.4. A member may be part of the quorum at a meeting of the CSC if he or she can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 4.5. Matters arising at a meeting of the CSC are to be decided by a simple majority of votes.
- 4.6. If there is an equality of votes the Chair is entitled to a second or casting vote.
- 4.7. If a meeting of the CSC remains inquorate for 15 minutes after its starting time or becomes inquorate for more than 15 minutes the members present may act only to adjourn the meeting to such other time and place as they decide.
- 4.8. If at the adjourned meeting there are again insufficient members present within 15 minutes from the time of the adjourned meeting to constitute a quorum then those members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 4.9. The Chair of the CSC may invite any other individual to attend one of its meetings as s/he deems necessary.
- 4.10. Minutes of all meetings of the CSC must be made and signed as an accurate record by the member who chaired the meeting. A copy of all minutes must be sent to the Clerk for distribution to all the Trustees and Governors. Any confidential issues will be recorded in "Part Two" minutes and these will only be distributed to the members of the CSSC.
- 4.11. The Principal will nominate a member of the Senior Leadership Team to be the lead officer to support the committee and its chair. The lead officer will be responsible for supporting the committee chair and producing a summary report following each meeting for presentation to the Board of Trustees and/or Governing Bodies in accordance with the agreed reporting framework. The summary report prepared by the lead officer will be signed off by the committee Chair prior to submission to the Clerk for inclusion in Board/Committee papers.

5. Conflict of Interests

- 5.1. Members of the CSC shall deal with any conflicts of interest in accordance with Article 25 of the Articles of Association.

ANNEXE 4

FINANCE AND RESOURCES COMMITTEE (FRC)

The Committee will be established in accordance with Article 31 to oversee finance and resources. The FRC will be a joint Committee of the Board and Governing Bodies. At least two members of the Committee shall be Trustees.

1. Purpose and Responsibilities of the FRC:

- 1.1. The role and purpose of the Finance and Resources Committee is to oversee the finance and resources performance of all areas of the Charity – the Deaf Academy, Children’s Home (Rolle House) and corporate functions - making sure its money is well spent, resources are effectively deployed, and health and safety responsibilities are appropriately discharged.
- 1.2. The Finance and Resources Committee has delegated authority from the Board of Trustees to oversee the financial administration and resourcing of the Deaf Academy, Children’s Home and all charity functions

2. Terms of Reference

- 2.1. Representation to the Board of Trustees - the Finance and Resources Committee will confirm to the Board of Trustees that it is compliant with its Terms of Reference, receives reports from all relevant senior leaders and/or sub-committees and has reported to the Governing Bodies and Board of Trustees all matters, where in the opinion of the Committee, a key risk or action has not, or is unlikely to be, appropriately controlled or executed.
- 2.2. The Committee will review the Terms of Reference no less than annually and where necessary make recommendations to the Board of Trustees for amendment.
- 2.3. The main duties of the Finance and Resources Committee are: -

a. Finance

- (i) To oversee and provide assurance to the Governing Bodies and Board of Trustees on the performance and delivery and setting of key objectives for the Finance service provided to the Deaf Academy, Children’s Home and charity functions;
- (ii) To ensure that the Deaf Academy and Children’s Home operate within the approved budget and financial parameters set by the Board of Trustees;
- (iii) To advise the Governing Bodies and Board of Trustees on the financial implications arising from its decisions;
- (iv) To review longer term forecasts of capital resources and of income and expenditure, and to review and monitor financial trends across the charity’s functions; to advise on, scrutinise and evaluate a draft annual budget for the approval of the Board of Trustees, ensuring that it is compatible with, and supports, the Charity’s objects and the strategic, business and annual plans;
- (v) To work with the Principal and other senior executive staff to ensure that financial information is both accurate and presented in such a way that it facilitates good governance and management;
- (vi) To contribute to the development of non-financial information and a set of KPIs;

- (vii) To consider the monthly management accounts and monitor performance against the approved budget;
- (viii) To approve, within the criteria specified by the Board, expenditure of a significant nature on new initiatives;
- (ix) To ensure that effective reporting of levels of student recruitment and children's home placement are in place and to monitor and evaluate the impact of recruitment on the financial position of the Deaf Academy and Children's Home.

b. Human Resources

- (i) To oversee and provide assurance to the Governing Bodies on the setting and delivery and outcomes of key objectives for the HR service provided to the Deaf Academy and Children's Home;
- (ii) In consultation with senior staff, to recommend to the Governing Bodies the staffing structure of the Deaf Academy and Children's Home;
- (iii) To review and recommend to the Governing Bodies a Performance Management Policy for the Deaf Academy and Children's Home, and monitor compliance;
- (iv) On the advice of senior staff, to recommend pay awards to the Governing Bodies; to review HR policies, including performance management, remuneration, training and development, discipline, pension provision or any other HR matter relating to the Deaf Academy and Children's Home; to receive regular reports on performance against agreed HR KPIs, including appraisal completion rates, and findings of periodic audits of compliance with HR policies;
- (v) To seek assurance of compliance with employment practices linked to safeguarding risk management no less than 3 times per year. The results of the safeguarding audit will be discussed with the Care and Safeguarding Standards Committee and a joint assurance statement issued at least annually;
- (vi) To contribute to the development of an HR strategy;
 - To ensure Trustee/Governor involvement in contributing to the specification and selection of senior management appointments,
 - To monitor working levels of BSL/Alternative Communication to ensure students have appropriate access to the Academy in their preferred language.

c. Information Technology

- (i) To provide advice and act as a sounding board to the Senior Leadership Team on IT matters;
- (ii) To ensure effective information governance practices are in place and all legal responsibilities are adequately discharged;
- (iii) To contribute to an IT Strategy;
- (iv) To ensure policies for email/internet usage, network and applications security, and remote working are appropriate and comprehensive;

- (v) To ensure that the purchasing of IT equipment and support conforms to good procurement practice;
- (vi) To review the content of the website and ensure it is accurate and promotes the correct image;
- (vii) To ensure that data backup and recovery plans are in place and are regularly tested;
- (viii) To ensure that where significant IT purchase/upgrades are proposed there is a well-thought-through business case, a fit with the IT Strategy and measurable criteria to assess their eventual success;
- (ix) For projects of any size, to ensure that there is a project manager, a detailed project plan, and that key staff are not overloaded;
- (x) To ensure that IT supports compliance with legislation and statutory reporting operational effectiveness;
- (xi) To receive regular reports on performance against agreed IT KPIs and findings of periodic audits of compliance with IT policies;
- (xii) To ensure that the organisation is compliant with General Data Protection Regulation (GDPR);
- (xiii) To seek assurance of compliance with email/internet policies linked to safeguarding risk management no less than 3 times per year. The results of the IT safeguarding audit will be discussed with the Care and Safeguarding Standards Committee and a joint assurance statement issued to the Governing Body at least annually.

d. Facilities Management

- (i) To oversee and provide assurance to the Governing Bodies about the performance and delivery of key objectives for the facilities' management and service provided;
- (ii) To receiving the reports of the H&S Committee at least three times per year and ensure advice is available to the Director of Finance and Resources and that appropriate action on Health and Safety matters is taken;
- (iii) To obtain any necessary external professional advice to enable the Finance and Resources Committee to carry out its responsibilities more effectively, including arranging for such external adviser(s) to attend meetings and give advice as appropriate.

3. Membership

3.1. Membership of the Finance and Resources and Committee shall comprise:

- (i) The Chair of the Finance and Resources Committee shall be appointed by the Board of Trustees for such period as the Board of Trustees shall determine from time to time;
- (ii) Not less than 3 members of the Governing Bodies, at least 1 member from each Body, who shall be appointed by the Governing Bodies for such periods as the Governing Bodies shall determine from time to time.

- (iii) At least 1 other member who shall be a Trustee;
- (iv) The Academy's Principal;
- (v) The Director of Finance and Resources;
- (vi) The FRC may co-opt members with specific skills sets that support the work of the committee.

3.2. Chair

3.2.1. The Chair of the Finance and Resources Committee shall be appointed by the Board of Trustees appointed for such period as the Board of Trustees shall determine from time to time. Should the Chair not be a Trustee, a Trustee shall be a member of the Committee.

3.3. Termination of Membership

3.3.1. A member of the Finance and Resources Committee shall cease to hold office if: -

- (i) S/he resigns by written notice to the Clerk;
- (ii) The Committee resolves (by a 75% majority of those present and voting) to recommend to the Board of Trustees that s/he should be removed;
- (iii) S/he is a Governor and ceases to be a Governor;
- (iv) S/he is a Trustee and s/he ceases to hold office as a Trustee of the Academy and is not continuing to hold office as a Governor;
- (v) Membership of the Committee will automatically terminate on the resignation or termination of employment for staff members.

4. Meetings

- 4.1. The Finance and Resources Committee shall meet whenever necessary but **not** less than four times per year. The Clerk shall give written notice of the meeting date and agenda at least seven days in advance of the meeting unless, in the opinion of the Chair, exceptional and urgent circumstances exist.
- 4.2. If the Chair of the Finance and Resources Committee is absent from or unwilling to take the chair at any meeting then the members shall, before any other business is transacted, choose one of the members who is present to preside at the meeting.
- 4.3. The quorum for meetings of the Finance and Resources Committee is three members of whom at least one must be a Governor and one must be a Trustee.
- 4.4. A member may be part of the quorum at a meeting of the Finance and Resources Committee if s/he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 4.5. Matters arising at a meeting of the Finance and Resources Committee are to be decided by a simple majority of votes.
- 4.6. If there is an equality of votes the Chair is entitled to a second or casting vote.
- 4.7. If a meeting of the Finance and Resources Committee remains inquorate for 15 minutes after its starting time or becomes inquorate for more than 15 minutes the members present may act only to adjourn the meeting to such other time and place as they decide.

- 4.8. If at the adjourned meeting there are again insufficient members present within 15 minutes from the time of the adjourned meeting to constitute a quorum then those members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 4.9. The Chair of the Finance and Resources Committee may invite any other individual to attend one of its meetings as s/he deems necessary.
- 4.10. Minutes of all meetings of the Finance and Resources Committee must be made and signed as an accurate record by the chair of the meeting at which they were approved. A copy of all minutes must be distributed to all members of the Governing Bodies and Trustees. Any confidential issues will be recorded in "Part Two" minutes and these will only be distributed to the members of the Finance and Resources Committee and the Chair of Trustees
- 4.11. The Principal will nominate a member of the Senior Leadership Team to be the lead officer to support the committee and its chair. The lead officer will be responsible for supporting the committee chair and producing a summary report following each meeting for presentation to the Board of Trustees and/or Governing Bodies in accordance with the agreed reporting framework. The summary report prepared by the lead officer will be signed off by the committee Chair prior to submission to the Clerk for inclusion in Board/Committee papers.

5. Conflict of Interests

- 5.1. Members of the Finance and Resources Committee shall deal with any conflicts of interest in accordance with Article 25 of the Articles of Association.

HEALTH AND SAFETY SUB-COMMITTEE (HSC)

1. Purpose and Responsibilities of the HSC are:

- 1.1. The role and purpose of the Health & Safety Sub-Committee is to oversee the effective health and safety arrangements for the Deaf Academy and the Children's Home.
- 1.2. The Health & Safety Sub-Committee has delegated authority from the Finance & Resources Committee to oversee the health and safety arrangements to ensure health and safety responsibilities are appropriately discharged.

2. Terms of Reference

- 2.1. Representation to the Finance and Resources Committee - the Health & Safety Sub-Committee will confirm to the Finance & Resources Committee that it is compliant with its Terms of Reference, continues to receive reports from all relevant senior leaders and/or sub committees and has reported to the Finance and Resources Committee all matters, where in the opinion of the Committee, a key risk or action has not, or is unlikely to be, appropriately controlled or executed.
- 2.2. The Committee will review the Terms of Reference no less than annually and where necessary make recommendations to the Finance and Resources Committee for amendment.
- 2.3. The main duties of the Health and Safety Sub-Committee are: -
 - (i) Reporting to the Finance & Resources Committee, to promote a positive culture towards health and safety management encouraging the highest standards;
 - (ii) To make recommendations on all aspects of health and safety and to advise on new and amended legislation or the requirements of funders and its impact on policies and procedures;
 - (iii) To act as a platform for consultation with employees and students on health and safety issues;
 - (iv) Annual review and approval of the health and safety policy for recommendation to the Board of Trustees;
 - (v) To monitor compliance with the health and safety policy and risk assessments and to review risk assessments and procedures as required, using the principles of suitable, sensible and sufficient risk management to enable safe systems of work.
 - (vi) To monitor accident and incident trends for the Academy and the Children's Home and to make recommendations where trends may indicate issues with regards to activities;
 - (vii) To receive reports on health & safety matters from external bodies, including H&S Advisor from DCC, consider the implications and make recommendations accordingly;
 - (viii) To monitor the health & safety action plan;

- (ix) To monitor the effectiveness of the health & safety training arrangements.

3. Membership

3.1 Membership of the Health and Safety Sub-Committee shall comprise:

- (i) The Health and Safety Sub-Committee will be jointly chaired by the Principal and Director of Finance & Resources;
- (ii) At least 1 other member who shall be a Governor;
- (iii) At least 1 other member who shall be a Trustee;
- (iv) DCC H&S Advisor (Competent Person);
- (v) Estates & Facilities Manager (Health & Safety Officer);
- (vi) Academy staff to include Senior Estates & Facilities Officer, Human Resources Manager, Education representative, Care representative, union representative;
- (vii) Children's Home Manager.
- (viii) The Health and Safety Sub-Committee may add additional members with specific skills sets that support the work of the committee.

3.2 Chair

3.2.1 The Health and Safety Sub-Committee is a management committee chaired by the Principal or Director of Finance and Resources.

3.3 Termination of Membership

3.3.1 A member of the Health and Safety Sub-Committee shall cease to hold office if: -

- (i) S/he resigns by written notice to the Clerk;
- (ii) The Committee resolves (by a 75% majority of those present and voting) to recommend to the Board of Trustees that s/he should be removed;
- (iii) S/he is a Governor and ceases to be a Governor;
- (iv) S/he is a Trustee and s/he ceases to hold office as a Trustee of the Academy and is not continuing to hold office as a Governor;
- (v) Membership of the Committee will automatically terminate on the resignation or termination of employment for staff members.

4. Meetings

- 4.1. The Health & Safety Committee shall meet whenever necessary but **not** less than three times per year. The Clerk shall give written notice of the meeting date and agenda at least seven days in advance of the meeting unless, in the opinion of the Chair, exceptional and urgent circumstances exist.
- 4.2. If neither joint Chair of the Health and Safety Sub-Committee is absent from or unwilling to take the chair at any meeting then the members shall, before any other business is transacted, choose one of the members who is present to preside at the meeting.

- 4.3. The quorum for meetings of the Health and Safety Sub-Committee is three members of whom at least one must be a Governor (who are not members of staff) or a Trustee.
- 4.4. A member may be part of the quorum at a meeting of the Health and Safety Sub-Committee if s/he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 4.5. Matters arising at a meeting of the Health and Safety Sub-Committee are to be decided by a simple majority of votes.
- 4.6. If there is an equality of votes the Chair is entitled to a second or casting vote.
- 4.7. If a meeting of the Health and Safety Sub-Committee remains inquorate for 15 minutes after its starting time or becomes inquorate for more than 15 minutes the members present may act only to adjourn the meeting to such other time and place as they decide.
- 4.8. If at the adjourned meeting there are again insufficient members present within 15 minutes from the time of the adjourned meeting to constitute a quorum then those members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 4.9. The Chair of the Health and Safety Sub-Committee may invite any other individual to attend one of its meetings as s/he deems necessary.
- 4.10. Minutes of all meetings of the Health and Safety Sub-Committee must be made and signed as an accurate record by the chair of the meeting at which they were approved. A copy of all minutes must be distributed to all members of the Governing Bodies and Trustees. Any confidential issues will be recorded in "Part Two" minutes and these will only be distributed to the members of the Health and Safety Sub-Committee and the Chair of Trustees
- 4.11. The Principal will nominate a member of the Senior Leadership Team to be the lead officer to support the committee and its chair. The lead officer will be responsible for supporting the committee chair and producing a summary report following each meeting for presentation to the Board of Trustees and/or Governing Bodies in accordance with the agreed reporting framework. The summary report prepared by the lead officer will be signed off by the committee Chair prior to submission to the Clerk for inclusion in Board/Committee papers.

5. Conflict of Interests

- 5.1. Members of the Health and Safety Sub-Committee shall deal with any conflicts of interest in accordance with Article 25 of the Articles of Association.

ANNEXE 6

NOMINATIONS AND REMUNERATION COMMITTEE (NRC)

The Nominations and Remuneration Committee will be established in accordance with Article 31 to oversee the appointment of Trustees and Governors and appointment and remuneration of the Principal/Directors/Senior Leaders.²

1. Purpose of the NRC

- 1.1. The role and purpose of the NRC will be to lead the process for Board of Trustee and Governing Body appointments and make recommendations to the Board of Trustees for the appointment of new Trustees and Governors. It will advise the Board of Trustees on fulfilling its responsibilities regarding all matters related to the appointment and termination of the Principal/Directors/Senior Leaders, their performance evaluation and training.

2. Duties and responsibilities

2.1. Duties (nominations)

- 2.1.1. When a Trustee or Governor vacancy is identified, evaluate the balance of skills, knowledge and experience on the Board, and its diversity, and in the light of this evaluation, prepare a description of the role and capabilities required for the particular appointment;
- 2.1.2. Use open advertising or the services of external advisers to facilitate candidate searches;
- 2.1.3. Consider candidates from a wide range of backgrounds on merit against objective criteria;
- 2.1.4. Ensure that proposed appointees disclose, prior to appointment, any business interests that may result in a conflict of interest, and that any future business interests that could result in a conflict of interest are reported;
- 2.1.5. Ensure that proposed appointees have secured an Enhanced DBS Certificate, and confirm their awareness of the circumstances which would prevent them from holding office;
- 2.1.6. Oversee the appointment of Senior Leaders.

2.2. Duties (remuneration)

- 2.2.1. Establish and keep under review the pay strategy and associated pay principles in respect of Principal/Directors/Senior Leaders and other positions that report directly to the Principal.
- 2.2.2. Establish levels of remuneration which are sufficient to attract, retain and motivate senior staff of the quality and with the skills and experience required to lead the charity successfully, without paying more than is necessary for this purpose, and at a level which is affordable.

² For the purposes of this committee Senior Leaders include all Assistant Principal roles

2.2.3. Use national guidance and market benchmarking analysis in the annual determination of remuneration of senior staff and other positions that report directly to the Principal, while ensuring that increases are not made where charity-wide or individual performance do not justify them;

2.2.4. Monitor and assess the output of the evaluation of the performance of the Principal and individual senior direct reports to the Principal and consider this output when reviewing changes to remuneration levels.

2.2.5. The Committee will work with the Principal to determine the remuneration of the other senior leaders.

2.3. Responsibilities

2.3.1. On behalf of the Board of Trustees, the Committee has the following responsibilities:

- (i) To identify and appoint candidates to fill posts within its remit as and when they arise;
- (ii) To be sensitive to other pay and employment conditions in the charity;
- (iii) To give full consideration to and make plans for succession planning for the Principal and other senior leaders taking into account the challenges and opportunities facing the charity and the skills and expertise needed in the future;
- (iv) To ensure the performance of the Chair of Trustees is reviewed annually;
- (v) To consider the reappointment of Trustees and Governors for second or subsequent terms;
- (vi) Consider any matter relating to the continuation in office of any Trustee, Governor, the Principal, Director or Senior Leader including the suspension or termination of service of an individual as an employee of the charity, subject to the provisions of the law and their service contract.

3. Meetings

3.1. Meetings of the Committee shall be formal, minuted and compliant with relevant statutory and good practice guidance.

3.2. The Committee will usually meet at least annually.

4. Chairing

4.1. The Committee shall be chaired by the Chair of Trustees.

4.2. If the chair is absent or has a conflict of interest which precludes their attendance for all or part of a meeting, the Committee shall be chaired by the Vice Chair.

5. Secretariat

5.1. The Company Secretary shall be the secretary to the Committee and ensure the provision of administrative support and advice to the chair and membership.

6. Membership

6.1. Members with voting rights:

- (i) The Committee shall comprise a minimum of 3 Trustee members, one of whom must be the Chair of the Deaf Academy Governing Body and each shall have full voting rights.

6.2. Ex-officio attendees without voting rights:

- (i) The Principal
- (ii) Director of Finance and Resources

6.3. In attendance without voting rights

- (i) The secretary to the Committee
- (ii) The Committee may invite additional attendees with specific skill sets that support the work of the committee

7. Quorum

- 7.1. For any meeting of the Committee to proceed, two Trustees members of the Committee must be present.

8. Representation to the Board of Trustees

- 8.1. The Committee will confirm to the Board of Trustees that it is compliant with its Terms of Reference, receives reports from all relevant senior leaders and/or sub committees and has reported to the Board of Trustees all matters, where in the opinion of the Committee, a key risk or action has not, or is unlikely to be, appropriately controlled or executed.
- 8.2. The Committee will review the Terms of Reference no less than annually and where necessary make recommendations to the Board of Trustees for amendment.

9. Conflict of Interests

- 9.1. Members of the Nominations and Remuneration Committee shall deal with any conflicts of interest in accordance with Article 25 of the Articles of Association.

CHILDREN'S HOME GOVERNING BODY

The Committee will be established in accordance with Article 31 to oversee the management of the Children's Home (Rolle House). This Committee will be known as the Children's Home Governing Body. No more than 3 members of the Children's Home Governing Body shall be Trustees.

1. Purpose and Responsibilities of the Children's Home Governing Body:

- 1.1. The responsibility for governing the Children's Home must be shared by the whole Governing Body. Every member has a role in promoting good governance, supporting resident children and young people, staff and parents, and the role of the Children's Home in the community, and with regulatory bodies.
- 1.2. The role and purpose of the Governing Body is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for care, safeguarding and financial performance of Rolle House.
- 1.3. The three core functions of the governing board are:
 - (i) Ensuring clarity of vision, ethos and strategic direction;
 - (ii) Holding executive leaders to account for the care and safeguarding performance of the organisation and its residents, and the performance management of staff;
 - (iii) Overseeing the financial performance of the home and making sure its money is well spent, within the budget agreed annually by the Board or otherwise within any limits specified by the Board.
- 1.4. To deliver these responsibilities effectively the Governing Body must:
 - (i) Set and model the culture, values and ethos of the Children's Home;
 - (ii) Establish the right balance between supporting the Children's Home leaders and providing constructive challenge to them;
 - (iii) Hold Children's Home leaders to account for the quality of the provision and its impact on outcomes for residents;
 - (iv) Focus on the question "What difference is this going to make for the children and young people and how will we know the impact?"

2. Terms of Reference

- 2.1. Pursuant to Articles 31 and 32 of the Articles the Governing Body has delegated authority from the Board of Trustees to oversee the management and conduct of the Children's Home.
- 2.2. The Board of Trustees has delegated powers necessary to manage and conduct Rolle House to the Governing Body to include financial management of the home except that the Board of Trustees retains the following: -
 - (i) Power to revise delegated financial limits and to require revisions to the budget at any time;

- (ii) Power to amend any of the provisions in relation to the Governing Body in this Scheme of Delegations and to amend the Articles of Association;
- (iii) Power to revoke at any time the delegation of its powers to the Governing Body;
- (iv) Full powers in relation to any of the Children's Home property; and
- (v) Powers of investment conferred upon the Board of Trustees in Article 5 of the Articles of Association.

3. Responsibilities

- 3.1. The review and approval of policies and procedures specific to the operation of the Children's Home not otherwise given oversight by the Board of Trustees, ensuring that these are consistent with overarching Academy policies and aims and that regulatory and statutory requirements are satisfied.
- 3.2. To ensure that appropriate arrangements are in place in respect of safeguarding, child protection and welfare.
- 3.3. To review the programme of activities for children resident in the home, to ensure that these will promote their educational, social and emotional development and wellbeing.
- 3.4. To ensure that appropriate strategies are developed to promote stakeholder engagement, and to review the ways in which the Children's Home invites and acts on feedback, including complaints.
- 3.5. To approve and monitor quality assurance measures in relation to statutory duties, good practice and internal and external review.
- 3.6. To review the Service Development Plan for the Children's Home: to set appropriate performance indicators and to monitor progress in achieving Plan targets on at least an annual basis.
- 3.7. To monitor the suitability and safety of the physical equipment.
- 3.8. To ensure appropriate mechanisms for the reporting and investigation (or referral for investigation) of incidents, accidents/near misses, suspected cases of child abuse or neglect, possible breaches of health and safety legislation within the Children's Home, and statutory reporting (e.g. of notifiable diseases).
- 3.9. To approve and to monitor the service budget, ensuring that the budget enables high quality outcomes for the resident children and is used efficiently.
- 3.10. Agenda to include the following standing items:
 - (i) Report from Registered Manager;
 - (ii) Consideration of any external monitoring;
 - (iii) Safeguarding – referrals made to LADO, OFSTED, MASH;
 - (iv) Health and Safety – accidents and incidents;
 - (v) Compliments and complaints;
 - (vi) Service development and placement planning.

4. Membership

- 4.1. The Committee Chair will be appointed by the Board of Trustees.
- 4.2. The Chair, or a nominated person acting on the Chair's behalf, is responsible for the process of identification of potential Trustee/Governors. A skills audit will be used to identify any gaps in the skills required for the Governing Body to operate effectively. The agreed selection process will be followed and the Chair will make a formal recommendation for appointment to the Board of Trustees. Safeguarding checks will be completed prior to an appointment being confirmed.
- 4.3. Membership of the Children's Home Governing Body shall comprise:
 - (i) At least 2 but up to 5 Trustees;
 - (ii) Principal
 - (iii) Assistant Principal Care and Safeguarding
 - (iv) Director of Finance and Resources
 - (v) Registered Manager

5. Meetings

- 5.1. The Children's Home Governing Body shall meet whenever necessary but **not** less than three times per year. The Clerk shall give written notice of the meeting date and agenda at least seven days in advance of the meeting unless, in the opinion of the Chair, exceptional and urgent circumstances exist.
- 5.2. If the Chair is absent from or unwilling to take the chair at any meeting then the members shall, before any other business is transacted, choose one of the members who is present to preside at the meeting.
- 5.3. The quorum for meetings is three members of whom at least one must be a Trustee.
- 5.4. A member may be part of the quorum at a meeting if s/he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 5.5. Matters arising at a meeting are to be decided by a simple majority of votes.
- 5.6. If there is an equality of votes the Chair is entitled to a second or casting vote.
- 5.7. If a meeting of the Committee remains inquorate for 15 minutes after its starting time or becomes inquorate for more than 15 minutes the members present may act only to adjourn the meeting to such other time and place as they decide.
- 5.8. If at the adjourned meeting there are again insufficient members present within 15 minutes from the time of the adjourned meeting to constitute a quorum then those members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 5.9. The Chair of the Committee may invite any other individual to attend one of its meetings as s/he deems necessary.

- 5.10. Minutes of all meetings of the Committee must be made and signed as an accurate record by the chair of the meeting at which they were approved. A copy of all minutes must be distributed to all Trustees. Any confidential issues will be recorded in "Part Two" minutes and these will only be distributed to the members of the Children's Home Governing Body.
- 5.11. The Principal will nominate a member of the Senior Leadership Team to be the lead officer to support the committee and its chair. The lead officer will be responsible for supporting the Committee Chair and producing a summary report following each meeting for presentation to the Board of Trustees and/or Governing Body in accordance with the agreed reporting framework. The summary report prepared by the lead officer will be signed off by the committee chair prior to submission to the Clerk for inclusion in Board/Committee papers.

6. Conflict of Interests

- 6.1. Members of the Children's Home Governing Body shall deal with any conflicts of interest in accordance with Article 25 of the Articles of Association.