



Governance	2 - 3
	4 - 10
Committee	11 - 16
	17 - 20
Discipline and Standards Committee	21 - 23
Committee	24 - 26
	27 - 29
Standards	30 - 34
Code of Conduct	35 - 37
Code of Conduct	38 - 40
Code of Public Life (the Nolan Principles)	41

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

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

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

The constitution, membership and proceedings of these committees are determined by the Board of Directors and are defined through the Scheme of Delegation. Reference for each is given in the Scheme of Delegation.

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

Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Trust;

Be accountable to its stakeholders and regulatory bodies for its activities;

Engage in a partnership with the Executive Team that enables and supports excellent management of the Trust and of the Trust's academies which, in turn, enables high and improving standards of educational outcomes;

Act in accordance with the Trust's Articles of Association and Scheme of Delegation.

2.1 The purpose of governance is to provide:

strategic leadership

accountability and assurance

strategic engagement

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

The Trust's charitable objects

Regulatory, contractual and statutory requirements

The funding agreement

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

Directors of the trust as a charity

Directors of the trust as a Company limited by guarantee

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

responsibility and strategic responsibility for the Trust's financial performance

and

Th

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

6.3 Delegations can be made to:

Board committees including the following committees

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

Any established local governance representative body

Any individual Director

the Executive Team (which in turn may delegate to further

6.4 The Board may establish a list of powers as "Reserved Matters"

7.1 The Board must be represented in each of the following committees and sub-committees. A Director may be appointed to a committee or sub-committee by the Board or the Chair or Vice Chair. A change of appointment to be made to the Board or the Chair or Vice Chair.

Disclosures and Barring S



8th



Each new Director is not disqualified from acting as a Director by any provision of the Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);

There is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Director takes up position;

The new Director understands the responsibility they are taking on and consents to act as a Director.

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

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

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

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

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

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

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

3.2 The Board is
13.3 The Board shall ensure that, through its appointments, all committees have the skills and experience in all

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

Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT

Be accountable to its stakeholders and regulatory bodies for its activities

Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies

Act in accordance with the Trust's Governance Principles and Scheme of Delegation respect the important, confidential and sensitive nature of its work

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

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

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

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

3.2 The Audit and Risk Committee is authorised to:

○ Request any information it requires from an employee, external audit, internal audit, or other assurance provider.

○ Obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Board of Directors.

4.1 The Committee will:

○ Advise the Board on the effectiveness of internal controls

the scrutineer's sector expertise

their understanding of the trust and its activities

whether the audit process allows issues to be raised on a timely basis at the appropriate level

the quality of scrutineer comments and recommendations in relation to key areas

where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers

the scrutineer's

Advise Directors on the adequacy and effectiveness of the trust's systems of internal control, governance, and risk management processes;

Review the scrutineer's findings and actions taken by the Executive Team in response to those findings;

Consider the appropriateness of executive action following internal scrutiny reviews and to advise the board on any additional or alternative steps to be taken;

oversee the annual review of the trust's risk register, ensuring that effective risk management policies and procedures are in place and followed;

Undertake the annual review of the effectiveness of the internal scrutineer and decide whether to reappoint the internal scrutineer.

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

8.1 The Committee will:

Oversee the annual review of the Trust's risk register and conduct a review of the risk register at each meeting;

Monitor the effectiveness of risk management policy and processes;

Review any risks to the academy trust's systems of internal control and agree a programme of work to address, and provide assurance on, those risks to the Board of Directors as appropriate.

Review, monitor and assess periodically major aspects of risk such as:

damage to the trust's reputation

loss of funds

changes in government policy

risks to standards, systems and controls that may arise from expansion.

9.1 The Committee will:

Review the adequacy and security of WAT's arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;

Review WAT's procedures for detecting fraud including a review of the Fraud Policy contained within WAT's financial policy manual;

Review WAT's systems and controls for the prevention of bribery and anti-money

Consider appropriate actions following any serious incidents, including fraud, which are reportable to the Education and Skills Funding Agency or would have a major financial or reputational risk to the Trust;

Ensure that all significant losses have been properly notified and investigated as required by the Academy Trust Handbook;

Provide assurance to the Board of Directors that WATs filtering and monitoring systems are robust and in line with the requirements of Keeping Children Safe in Education (KCSIE) Statutory guidance and WAT's policies and that WAT systems and processes are keeping students safe online.

Validate WAT's annual review of filtering and monitoring processes, ensuring compliance against the DfE standards, on behalf of the Board of Directors.

Gain assurance that the Trust's operations are compliant with the articles of association, funding agreement and the Academy Trust Handbook and is meeting all areas of legal and regulatory compliance, including but not limited to:

- general principles of charity law and education law

- health and safety

- information management

- employment law

- conditions and obligations imposed by funding or regulatory bodies

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

These terms of reference

The Scheme of Delegation

The Conflicts of Interest Policy

The Code of Conduct for Directors

All other relevant policies of the Trust

10.2 The Committee will:

- Report back to the Board of Directors after each Committee meeting;

- Provide an annual summary report provided by the internal scrutineer and areas reviewed by internal scrutiny covering key findings, recommendations, and conclusions;

- Undertake regular reviews of the Committee's effectiveness including benchmarking against best practice.

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

13.4 The Committee will be advised by the CEO, Director of

and the CEO.

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

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

7.1 There will be a ⁶

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

Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;

Be accountable to its stakeholders and regulatory bodies for its activities;

Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies;

Act in accordance with the Trust's Governance Principles and Scheme of Delegation;

Respect the important, confidential and sensitive nature of its work.

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

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

Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;

Be accountable to its stakeholders and regulatory bodies for its activities;

Engage in a partnership with the Executive Team that enables and supports high and improving standards of education in all of the Trust's academies;

Act in accordance with the Trust's Governance Principles and Scheme of Delegation;

Respect the important, confidential and sensitive nature of its work.

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

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

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

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

4.2 The work of the Committee must reflect a good understanding of People and Culture related legislation that applies to the Trust. The Committee is required to dete=0

dnj

- 1.1 The Pay Committee (The Committee) of Windsor Academy Trust (WAT) will at all times:
Observe the highest standards of impartiality, integ>

academy's recommendations by the CEO
Committee as outlined in the

7.5 The Committee shall be required to report to the Board of Directors

7.6 Other persons shall not be permitted to

8.1 The Committee should advise the Trust and any other parties of its decisions, recommendations

9.1 The Companies Act 2006 shall apply to the Trust as if it were a company

invest

motten

VKH

- 4.2 The work of the LAB must reflect a good understanding of performance data, and knowledge of the progress and performance of students/pupils in the Academy. It should encourage and promote collaboration between academies within the Trust, and with other schools and other sectors, including employers, locally and nationally.
- 4.3 The work of the LAB must:
- Ensure effective reporting to the Board, and to other parties as appropriate;
 - Encourage and promote collaboration between Academies within the

number. An employee of Windsor Academy Trust holding a position at the Academy served by the LAB is not eligible for appointment as Chair or for election as Vice Chair. Any election of the Vice Chair whic

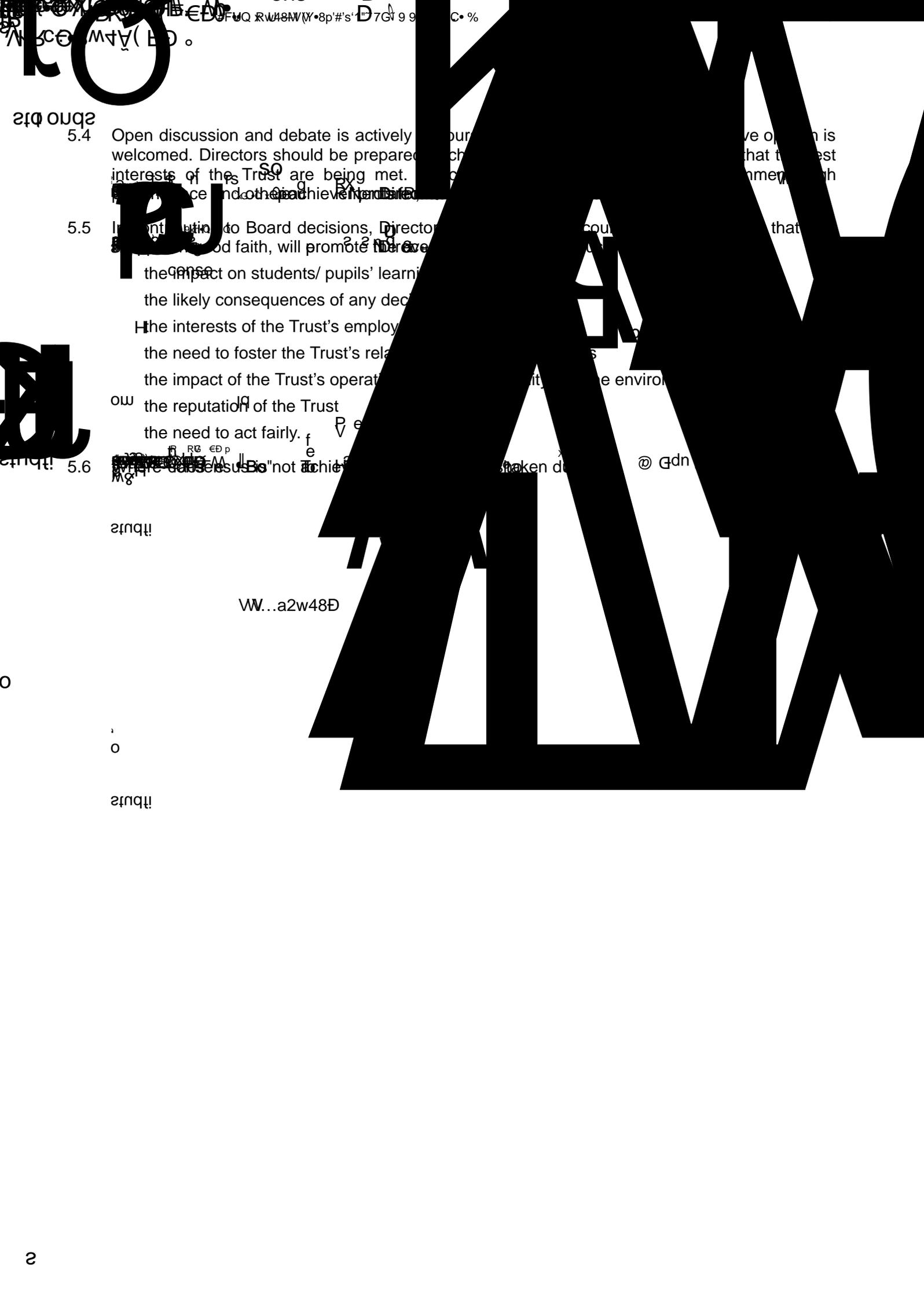
9.2 The Trust's Articles of Association require members of LABs to declare their interests annually, and update the declaration as required. And, in the case of any conflict of interest, a LAB member must:

Declare the nature and extent of any interest in any matter

convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or is (b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or (c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

- 10.8 Where a person becomes disqualified from holding, or continuing to hold office as a local adviser; and they are, or is proposed, to become a LAB member, he or she shall upon becoming so disqualified give written notice of that fact to the Clerk.
- 10.9 The Trust Board will ensure that there is a system in place which ensures that all relevant checks, including an enhanced DBS check, are completed before a LAB member takes up position.
- 10.10 It is the duty of a new LAB member to ensure that they are familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Trust's Articles of Association.
- 10.11 The Directors shall provide each new LAB member with:
 - the Academy Trust's Articles of Association
 - these terms of reference
 - the Scheme of Delegation
 - the Code of Conduct for Members of LABs
 - the Conflicts of Interest Policy
 - all other relevant policies.
- 10.12 Members of LABs are required to sign the WAT LAB Member Declaration within two weeks of appointment, and within two weeks of any agreed revised Declaration.
- 10.13 The Trust Board must be able to identify potential new members of the LAB in order to ensure that the LAB has sufficient members and in order to plan for succession, combining continuity of expertise with new ideas and energy. In normal circumstances no LAB member should serve for longer than two terms.

- 1.1 This code of conduct is designed to set out the conduct required of Directors in order to ensure the highest standards of integrity and stewardship.
 - 1.2 It is recognised that Directors give their time and commitment on a voluntary basis and receive no remuneration. This does not diminish the significance of the role of Directors and of the Board, which has extensive responsibilities for the development of the Trust and this on the lives of large numbers of children and adults.
 - 1.3 The conduct of Directors provides an opportunity to demonstrate the Trust's vision and ethos, and the conduct and behaviours expected across the Trust. The contribution of individual Directors should reflect this.
- 2.1 Directors must act in accordance with the requirements of company law, exempt Charity law, Funding Agreements, Academy Trust Handbook, effective of schools and effective employment of the staff of the Trust and its schools.
 - 2.2 Directorship is a personal office of trust and responsibility and this cannot be transferred to another individual.
 - 2.3 Directors' conduct must reflect their obligations to comply with statutory and fiduciary duties, including:
 - to act in the Trust's interests only and without regard to their own private interests
 - to declare any interests a Director may have in matters to be discussed at Board meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Trust;
 - to act impartially and objectively and not let their personal views or prejudices affect their conduct as Directors.
 - to secure the proper and effective use of the Trust's property;
 - to act properly as employers of the staff at the Trust and in its schools;
 - to act together and in person and not delegate responsibility of the Academy Trust to others;
 - to act within the scope of any authority given;
 - to use the proper degree of skill and care when making decisions particularly when investing funds;
 - to maintain the confidentiality of the affairs of the Board subject to any overriding legally binding requirement to the contrary;
 - to act in accordance with the Articles of the Trust;
 - to manage the Academy Trust's affairs prudently;
 - not to take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission.
 - 2.4 Directors' conduct must reflect their commitment to Windsor Academy Trust's (WAT) values and objectives as well as the Trust's Governance Principles, Scheme of Delegation and other Trust policies. They must be mindful at all times of the interests of the beneficiaries of WAT and of the objects for which the Trust is established.
 - 3.1 All involved with WAT are expected to relate to each other with respect and courtesy. Directors should listen respectfully to the views of other Directors, staff, volunteers or external advisers,



... 7G 99 C %
... (ED) ...

stq onds

5.4 Open discussion and debate is actively encouraged. Openness is welcomed. Directors should be prepared to discuss any matter that the interests of the Trust are being met. ...

PU

5.5 In addition to Board decisions, Directors should ensure that ... in good faith, will promote the ...

the impact on students/ pupils' learning ...
the likely consequences of any decision ...
the interests of the Trust's employees ...
the need to foster the Trust's relationships ...
the impact of the Trust's operations on the environment ...
the reputation of the Trust ...
the need to act fairly.

5.6 ... taken ...

stq onds

VW...a2w48D

,
o

stq onds

- 1.1 This code of conduct is designed to set out the conduct required of members of Local Advisory Body (LAB) in order to ensure that LABs contribute to the highest standards of governance.
- 1.2 It is recognised that members of LABs give their time and commitment on a voluntary basis and receive no remuneration. This does not diminish the significance of the role of LABs, which have responsibilities for scrutiny

the impact of the Trust's and Academy's operations on the local community and the environment

the reputation of the Trust and the Academy

the need to act fairly

- 5.5 Where consensus is not achieved, the collective view of the LAB will be determined during LAB meetings by calling for a vote by those present. LAB members who abstain on, or vote against, any motion may request an appropriate note be made in the minutes. Once the LAB has come to a collective view, this must be supported by all LAB members
- 5.6 While the LABs should aim to conduct their business openly, it is inevitable that some matters must be confidential either for a time or always. Local Advisers must respect and maintain this confidentiality.
- 5.7 In order to maximise the effectiveness of LAB meetings, an annual programme of dates and agenda items will be developed. Papers will be circulated in good time to prepare for meetings, except where this is impractical as a consequence of external factors.
- 5.8 Any LAB member wishing to include an item on an agenda should propose this to the Chair in good time. Priority will always be given to items directly related to the role and functions of the LAB.
- 6.1 Members of LABs have an important role in supporting the Academy, and should take opportunities to attend academy events. Where appropriate, and with the agreement of the Headteacher, LAB members should spend time in school, observing it in action and meeting with staff and pupils.
- 6.2 LAB members should actively encourage a positive view of the Academy and the Trust and should never denigrate the Trust or its academies in public. Any concerns about the Academy or Trust should be raised with the Chair, Headteacher or CEO.
- 6.3 LAB members should accept the need for care and restraint when talking about LAB matters in any other forum. LAB members must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other LAB members.
- 7.1 Where a LAB member has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at a LAB meeting. If not resolved, he or she may request the matter be taken further by the Chair. If a satisfactory conclusion is not reached, the Chair may refer the matter to the Board of Directors.

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

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

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

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

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

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

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

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

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

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

To ensure the advance identification of related party transactions, Members, Directors and senior employees also have a duty to declare details of close family members and any connected entities of any other persons where there is a substantial interest or substantial influence. For this purpose, close family members include spouses, parents, grandparents, children, grandchildren, siblings, nieces, nephews, uncles, aunts, and in-laws. Connected entities include any company, partnership, trust, or other legal entity in which a Member, Director, or senior employee has a substantial interest or influence.

Monitoring arrangements for such contracts or transactions will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

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

- Exclude the Director from the relevant information and/or debate and decision;

- Exclude the Director from the board (suspension);

- Require the Director to resign.