

Cluster Boards: Constitution and Terms of Reference

REAch2 Academy Trust

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1 Introduction

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

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

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

2 Remit

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

- to provide cluster overview, scrutiny and challenge of Academy education, financial performance and risk management
- to be responsible for Cluster wide opportunities and work collaboratively across all schools to address issues collectively
- to support cluster contact and communications with Academy leaders and governors to shape and influence the Academy Trusts thinking and
- to ensure an effective flow of communication between the Local Governing Bodies (LGBs), the Cluster Boards and the Trust Board.

The Cluster Boards will work closely with their respective Deputy Director of Education, who in turn leads clusters, works with service areas and develops and maintains relationships and common purpose with individual Academies.

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

3 Intervention

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

Where serious and persistent concerns around the performance of the cluster are identified, including (but not limited to) concerns about financial matters and the management of risk or there is insufficient progress being made against educational targets (and those matters appear to be of a cluster nature rather than a local Academy nature), the Trust Board reserves the right to review or remove any power or responsibility conferred on the Cluster Board under this constitution and the terms of delegation.

4 Composition of the Cluster Board

Each Cluster Board comprises of the following members:

- Three to five Non-Executive Representatives
- LGB Chairs in the cluster
- The Deputy Director of Education for the cluster
- One elected Academy Headteacher within the cluster.

Others in attendance:

- A member of the wider executive team (Chief Executive, Deputy Chief Executive, Chief Operating Officer, Director of Education) mandated for the first year, and when required for future years
- Others including Heads of Service and Headteachers may be invited as required by the Cluster Board Chair.

The length of service of Cluster Non-Executive Representatives shall be four years. Subject to them remaining eligible to be a member of the Cluster Board, any Cluster Non-Executive Representative may be reappointed or re-elected at the end of his or her term for one further term, serving a maximum of two terms of four years. From within this group the Chair and Vice Chair will be elected on an annual basis.

The Deputy Director of Education will serve on the Cluster Board for as long as they hold the position of Deputy Director of Education for that cluster.

Each LGB Chair in the cluster has a position on the Cluster Board for as long as they hold the position on the LGB. In their absence, the Vice Chair may attend meetings.

The elected Headteacher shall serve a one-year term and will be elected by the Headteachers of Academies within the cluster.

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

5 Commitment of Cluster Board members

Cluster Board members are expected to:

- commit to a minimum attendance at meetings of up to six half days per year to support cluster governance;
- prepare for and make an active contribution at meetings;
- champion the Academies within the cluster;
- familiarise themselves with the Trust's policies and the governance arrangements;
- attend training sessions for Cluster Board members;

In addition, Cluster Board Non-Executive Representatives are also expected to:

- develop strong working relationships with the Chairs of LGBs within their cluster and
- visit the Academies both during school hours (as prearranged with the relevant Headteacher) and for evening events, to get to know the Academies, with an expectation that they will visit at least two schools every year.

6 Delegation to the Cluster Board

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

The Cluster Board, working with the Deputy director of Education, shall support the development and implementation of a Cluster Development plan, which supports the local and geographical needs within the cluster.

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

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

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

a. Governance

- To provide cluster overview, scrutiny and to challenge the performance of cluster LGBs
- To ensure there is effective communication between the Trustees and the cluster LGBs
- To have link Non-Executive Representatives assigned to each cluster LGB

- To recommend to the Trust Board the establishment of Intervention Boards within the cluster where necessary, and review their ongoing work and impact
- To approve Trust Appointed governors at the cluster LGBs
- To have regard to, and to liaise with, stakeholders and other appropriate groups within the Cluster
- To hold the Deputy Director of Education to account for the development and delivery of a cluster development plan / Self Evaluation Framework
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

b. Finance

- To monitor the financial performance of the Academies against approved budgets within the cluster
- To ensure financial risk is being adequately managed through the risk framework and cluster heat maps
- To approve the Academies' spend in line with the Trust's Scheme of Financial Delegation

c. Curriculum and standards

- To hold the Deputy Director of Education to account for educational performance in the cluster
- To support in aiding the Academies to self-evaluate accurately and therefore be prepared for any future inspections

d. Staffing

- For the Chair, to have the right to be consulted by the Education, Standards and Performance Committee of the Trust Board on the appointment, removal and performance management of the Deputy Director of Education

e. Risk, audit, health, safety and estates

- To receive and approve cluster risk heat maps for sending to the Trust Board's Sub-Committees
- To hold the Deputy Director of Education to account for risk and outcomes in the cluster
- To scrutinise the proposed allocation and use of resources
- To review and report on output of the risk management framework at a cluster level

- To review and provide views to the Trust Risk & Audit Committee on any proposal for schools to join the cluster, including on the due diligence report from the Executive team.
- Consider and challenge risk reporting to satisfy the Cluster Board that adequate mitigation actions are planned and have been implemented
- Hold LGBs and their Chairs to account for local risk identification and mitigation
- identify patterns in risks across schools and at Cluster level and apply Cluster level mitigating measures

In discharging these duties, the Cluster Board will aim to:

- facilitate good communication with the Trust Board and the Trust Board Committees in relation to risk;
- provide assurance to the Trust Board around the management of risk at cluster level.

7 Appointment and particular responsibilities of Cluster Board members

a. Chair

The Chair is appointed by the Cluster Board from amongst the Non-Executive Representatives. The term of office of the Chair is one year, but the Chair is eligible for reappointment at the end of the term. The Chair will not be an employee of the Trust.

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

The responsibilities of the Chair include the following:

- to chair meetings of the Cluster Board;
- in line with the standardised agenda, to approve the cluster meeting agenda with the Deputy Director of Education and the Clerk, and with the assistance of the Vice Chair if requested;
- to give a verbal summary of the Cluster Board's deliberations, if requested, at meetings of the Trust Board;
- to provide views to the Education, Standards and Performance Committee of the Trust Board on the appointment, removal and performance management of the Deputy Director of Education;
- to provide a direct link between the Cluster Board and the Trust Board and
- working with the Vice Chair, ratify the appointment of Trust Appointed governors at LGB level.

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

b. Vice Chair

The Vice Chair is appointed by the Cluster Board, from amongst the Non-Executive Representatives. The term of office of the Vice Chair is one year, but the Vice Chair is eligible for reappointment at the end of that term. The Vice Chair will not be an employee of the Trust.

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

The responsibilities of the Vice Chair include the following:

- to deputise for the Chair in his or her absence;
- to assist, at the Chair's request, in setting the agenda for meetings with the Deputy Director of Education and the Clerk, in line with the standard Cluster Board Meeting agenda;
- in the absence of the Chair, to provide a link between the Cluster Board and the Trust Board and
- working with the Chair, ratify the appointment of Trust Appointed governors at LGB level.

In the absence of both the Chair and the Vice Chair at a meeting, the Cluster Board will elect a temporary chair from within the Board.

c. Non-Executive Representatives

Non-Executive Representatives provide the appropriate skills and experience to provide effective support and challenge in the identified risk categories. One of these individuals must have a financial background. They may exercise this support and challenge outside of formal meetings of the Cluster Board, and will, in such cases, report the issue, their input and the outcome at the next appropriate Cluster Board meeting.

The Trust Board shall appoint between three and five Non-Executive Representatives, which includes the Chair and Vice Chair.

It might be that a Non-Executive Representative has no pre-existing links to any of the Academies in the region. The Headteachers and/or LGB Chairs will invite Non-Executive Representatives to visit their Academies for tours and/or events so that they can get to know the Academies within the cluster.

d. Local Governing Body Chair

All Local Governing Body Chairs shall automatically be a member of their Cluster Board, for as long as they hold said title.

e. Elected Headteacher

A Headteacher shall be elected from amongst the Headteachers within the cluster and in accordance with the process set out below hold the term of office for one year:

- When a vacancy arises, the Chair of the Cluster Board will write to the Deputy Director of Education, the Headteachers and the LGB chairs within the cluster requesting nominations for the Headteacher member of the cluster board (for the avoidance of doubt, a Headteacher may nominate him or herself)
- In the event of only one nominee, they shall be elected unopposed
- If there are more nominees than places available, the Chair of the Cluster Board will write to all of the Headteachers within the region asking them to vote for their preferred candidate
- If there are no nominees, the Deputy Director of Education will nominate a Headteacher from within the cluster
- No Headteacher may serve on the Cluster Board for more than one one-year term in a three-year period.

A Headteacher shall cease to be a member of the Cluster Board if he or she ceases to be a Headteacher within the cluster.

f. Clerk to the Cluster Board

The Clerk to the Cluster Board must not be a member of the Cluster Board and shall ordinarily be contracted as arranged by the REAch2 Central Services. In the absence of the Clerk, a replacement will be found for the meeting or the Cluster Board may choose to postpone the meeting.

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

- produce Cluster Board meeting agendas and collate and distribute papers via the Trust's chosen document sharing platform in partnership with the Trust's central governance team;
- attend meetings of the Cluster Board and ensure minutes and action logs are produced, as well as any related communications to the Trust Board or its Committees and to the Local Governors in the region;
- provide advice and support to the Cluster Board during meetings;
- maintain a register of members of the Cluster Board including their terms of office and report any vacancies to the Cluster Board;
- maintain a register of relevant personal and business interests of Cluster Board members to be published on the Trust website;
- maintain a register of members' attendance at meetings and report on non-attendance to the Trust Board as required, to be published on the Trust website;

- maintain Cluster Board records and documents on the Trust's chosen document sharing platform;
- report to the Cluster Board as required on the discharge of the Clerk's functions and
- perform other such functions as shall be determined by the Cluster Board from time to time.

g. Ceasing to be a Cluster Board member

A Cluster Board member's term of office MAY BE terminated by the Trust Board if:

- he or she has, without the consent of the Cluster Board, failed to attend Cluster Board meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated.

A Cluster Board member's term of office WILL BE terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she resigns from office by notice to the Trust or
- he or she is removed from office by the Trust Board.

8 Convening meetings of the Cluster Board

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

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

The Cluster Board members may invite persons who are not Cluster Board members (such as an employee, a pupil, a professional adviser or expert pre-approved by Trustees) to attend the whole or part of any meeting for purposes connected with the meeting. As much advance notice as possible should be provided to such an invitation.

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

9 Voting and Quorum at meetings of the Cluster Board

The quorum for meetings of the Cluster Board is as defined below:

- Half of the total number of Non-Executive Representatives in post (rounded up to the nearest whole number)

- At least one LGB Chair
- The Deputy Director of Education.

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

Any Cluster Board member shall be able to participate in meetings, and be counted as present for the purposes of the quorum, should they attend by telephone or video conference provided that:

- he/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 48 hours before the meeting and
- the Cluster Board has access to the appropriate equipment.

If after all reasonable efforts it does not prove possible for that Cluster Board member to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Cluster Board shall be determined by a majority of the votes of Cluster Board members present and voting on the question, save that where there are more Chairs of Governors present than Non-Executive Representatives, and Non-Executive Representatives are unanimous, the number of votes cast by the Non-Executive Representatives shall be deemed as equal to the number of votes cast by the Chairs of Governors.

Votes tendered by proxy shall not be counted.

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

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

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

10 Interests of Cluster Board members

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

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

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

11 Stakeholder voices

Cluster Boards are asked to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and respond appropriately. This includes engaging stakeholders through defined governance arrangements and more broadly.

Cluster Boards are expected to ensure they understand from LGBs the views and concerns that have been expressed by parents, pupils and staff of Academies within the cluster.

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

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

12 Minutes

Attendance at each Cluster Board meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Cluster Board. The written record (once approved by the Chair of the relevant Cluster Board meeting, with input from the Deputy Director of Education) shall be shared by the Clerk with all Cluster Board members via the Trust approved document sharing platform.

13 Alterations

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

14 Circulation list

This constitution and these terms of reference shall be circulated to the Trust Board, the Cluster Boards, the Clerks to the Cluster Boards and others at the discretion of the Chair of the Trust Board or the Chairs of the Cluster Boards and displayed on the REAch2 Website. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

15 Appendix 1 - Cluster Board member declaration

The Trustees
[• address]

[• 00 month year]

Dear Sir or Madam

REAch2 Academy Trust - appointment as a member of a Cluster Board

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

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

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

Yours faithfully

Signed

Name

Date