

Southway Board of Directors Terms of Reference

Purpose of the Southway Board

1. The purpose of the Southway Board is to focus on three core functions:
 - Ensuring clarity of vision, ethos and strategic direction;
 - Holding executive leaders to account for the educational performance of Southway and its students, and the performance and management of staff; and
 - Overseeing and ensuring effective financial performance

Organisation of the Southway Board

2. The membership of the Southway Board will be a minimum of 2 Directors appointed by the Rodillian Multi Academy Trust as sole shareholder of Southway at the Rodillian Academy Limited (Co No: 08492483) (“Southway”) elected by the Southway Board at the first meeting of the Southway Board in the Academic year. They will hold office until the corresponding meeting of the Southway Board in the subsequent Academic year.
3. The Company Secretary of Southway will clerk meetings of the Southway Board or in their absence someone else agreed with the Southway Board Chair.
4. The Southway Academy Principal will attend meetings of the Southway Board to provide information and participate in its discussions but will not be a voting member of the Southway Board, nor is anyone else who the Board may invite to advise it. They must remove themselves when asked to do so by the Chair of the Southway Board.
5. No member of Southway staff should be present where their own remuneration is under discussion or they have another conflict of interest. The Company Secretary will take minutes of such discussion unless it is their remuneration or they have another conflict of interest which is under discussion and then a note should be taken by another member of Southway staff present for the purposes.
6. The Southway Board may investigate any activity it thinks fit requesting any information it requires from any employee or other assurance provider. The Southway Board may also obtain external legal or other professional advice it considers necessary.
7. The Southway Board is a budget holder and has a remit for capital expenditure or legal commitments.

Urgent Business

8. Southway staff should attempt to organise matters where a decision is needed from the Southway Board so they can be taken at a meeting of the Board. Where this is not possible given the remit of the Southway Board and an urgent decision needs to be taken, the Principal of Southway should inform the Company Secretary of this who will discuss it with the Chair of the Southway Board. The Chair of the Southway Board will either:

- Determine that an urgent meeting of the Southway Board should take place and ask the Company Secretary to organise the same; or
- Determine that exceptionally a decision should be sought from Southway Directors via e-mail; or
- Determine that it is not an urgent matter and ask the Company Secretary to schedule the matter for the next meeting of the Southway Board.

Meetings

9. The meetings of the Southway Board will be scheduled by the Company Secretary and included in the Annual Southway Governance planner agreed by the Southway Board. The Company Secretary will liaise with the Southway Principal in the scheduling of meetings to take account of decisions needed.
10. Meetings of the Southway Board may take place by video conference (MS Teams) or telephone conference by agreement of the Chair. If the meeting has been scheduled to take place as a physical meeting, any Director wishing still to attend by video or telephone conference should give notice of their intention to do so and where they can be contacted at least 48 hours before the meeting. If after all reasonable efforts have been made to allow the Director to participate in the meeting, it is not possible for the Director to take place, the meeting may still go ahead providing it is quorate.
11. The Southway Board will meet at least 6 times in the Academic Year and more frequently as circumstances require. The Chair will convene a meeting at other times if considered necessary or upon the reasonable request of a Director, the Academy Principal or the Company Secretary.
12. The Company Secretary will service meetings of the Board including circulating the agenda and papers before each meeting and preparing the minutes. The Company Secretary will set the agenda for meetings after discussion with Southway staff and the Chair. The Agenda will consist of items which the meeting needs to discuss and items which are being reported for information to the Board. In respect of the latter, any Director may ask for the same to be discussed at the meeting by giving notice to the Chair and/or the Company Secretary at least 48 hours before the meeting. Any Confidential items will be tabled on a separate agenda which will be circulated only to the Southway Board. Those items will be discussed at the end of the open meeting in the presence of the Company Secretary and any Southway staff requested to be present by the Southway Board.
13. Directors should notify the Company Secretary as soon as possible if they become aware that they are not going to be able to attend a meeting so that the Company Secretary can ensure that the meeting is quorate. In the absence of the Chair of the Southway Board from a meeting, the Board will agree a temporary chair from among the Directors due to be present at the meeting.
14. Any attendee who has a conflict of interest with an item on the meeting agenda should declare their interest as soon as possible to ensure any meeting of the Board is quorate and no later than the start of the meeting. They should not speak and the Director should not vote on any item which they have a conflict of interest. If they attempt to do so, the Company Secretary should ask them to remove themselves from the meeting.

15. It is anticipated that all decisions of the Southway Board will be reached by consensus. If there is an occasion where this is not possible and a formal vote is necessary, each non-conflicted member of the Board has one vote each.
16. Attendance at each meeting of the Southway Board, the matters discussed and recommendations or decisions will be recorded. The minutes of the meeting will be approved by those present at the meeting at the next meeting of the Southway Board.
17. Confidential minutes of a meeting will be circulated to the Southway Board and anyone else the committee thinks appropriate.
18. Minutes and Confidential minutes of meetings will be retained in accordance with Southway's Records Management Policy.

Papers and Policies

19. Papers should be submitted to the Company Secretary at least **10 days** before the meeting is due to take place to allow for review of the papers and final preparation of the papers by the Company Secretary.
20. The Agenda, draft minutes of the previous meeting for approval and papers for the meeting should be circulated to the Southway Board and other attendees at least 7 days before the meeting by the Company Secretary. Confidential minutes should only be circulated to Directors and the Academy Principal.
21. Policies for approval should be submitted to the Company Secretary at least **14 days** before the meeting is due to take place to allow for review by the Company Secretary. The policy Author should briefly highlight to the Company Secretary any changes to the previous edition of a policy. If the policy is a statutory policy, it will be included on the agenda for the next meeting of the Southway Board. If it is a non-statutory policy, the Company Secretary will forward the policy to the Chair of the Southway Board and highlight any changes to the policy. The Chair may approve the policy on behalf of the Southway Board or ask the Company Secretary to include it on the agenda of the meeting for approval. Where the Chair approves the policy on behalf of the Southway Board, this will be reported to the next meeting of the Southway Board for information and to be included in the minutes or to allow other members of the Southway Board to discuss the policy in greater detail or suggest amendments if they wish.
22. The Southway Board should ensure that policies it is responsible for should be published within the Southway to all relevant stakeholders and updated in line with the ongoing policies renewal schedule.

Matters considered by the Southway Board

23. The following matters will be considered by the Southway Board under the following headings:-

Safeguarding

24. Ensure that Southway delivery of Safeguarding activities and support for students aligns with Keeping Children Safe in Education and other relevant guidance.

Audit & Risk

25. Review the effectiveness of Southway's internal control and risk management systems established to ensure the aims, objectives and key performance targets of the organisation are achieved.
26. To regularly review Southway's Risk Register.
27. Ensure there is adequate insurance cover in place for Southway.
28. Encourage a culture within Southway whereby every individual feels that they have a part to play in guarding the probity of Southway, and is able to take any concerns or worries to an appropriate member of management or in exceptional circumstances directly to the Board.
29. Receive assurance on technical arrangements in place to reduce likelihood and impact of cyber-attacks.
30. Monitor reports of cyber-attacks including ransomware attacks and the Trust's response to the same.

Finance & Resources

31. To consider and approve Southway's budget before the start of each financial year.
32. To monitor and review expenditure on a regular basis and ensure Southway is achieving value for money.
33. To consider and review Southway's capital plans.
34. To ensure that Financial Statements are prepared to form part of the Annual Report for filing in accordance with the Companies Act.
35. To ensure the provision of the curriculum is led by financial planning.
36. To review the 3 year forecast and monitor Southway's performance against the forecast.

Governance

37. Regularly consider the Board's approach to evaluation.
38. Appoint Southway's Company Secretary.
39. Approve staff severance payments.
40. Approve any change in Southway management or organisational structure.

Standards

41. Agree educational targets for students in the Academy.
42. Monitor progress of plans towards Academy targets including:

- Southway’s Improvement Plan and monitoring progress;
 - Academic targets and progress against the same;
 - Readiness for inspection, consulted by the Academy Principal on plans and monitor action and progress both before and after inspection. Southway Directors are expected to make themselves available to attend inspections in consultation with the Academy Principal and the Company Secretary.
 - Key Performance Indicators.
 - Overall effectiveness of leadership
43. Review the implementation and effectiveness of policies and practices for the Academy and make necessary reports or recommendations to the Academy Principal. This should include but is not limited to the following:
- Raising standards, learning and teaching and pedagogy;
 - Quality of sex and relationships education, Personal, Social and Health Education (“PSHE”), Physical Education (“PE”);
 - Positive Discipline, Exams, Pastoral care, Attendance and Inclusion;
 - Student’s confidence and resilience, aspiration and achievement, extra-curricular and enrichment opportunities.
44. Review Curriculum intent and provision.
45. Monitor provision for Special Educational Needs and Disabilities (“SEND”) students.
46. Review Pupil Admission numbers for each year group and number of students in each year group together with the number of students who move in year away from the Academy and their destinations.
47. Establish exclusion panels when required. Bring to the attention of the Board and as necessary the Trust Board issues that panel members think appropriate arising from the same.
48. Stakeholder engagement may include at the direction of the Board:
- Community engagement;
 - Outreach events;
 - Stakeholder consultation including parent voice, student voice and staff voice;
 - Development of Academy prospectuses and website content;
 - Engagement of parents; and
 - Reporting of complaints received.
49. Review student attendance, exclusions, and relevant disciplinary matters relating to the Academy.
50. Review the enhancement of the curriculum model and learning offer including the role of resilience and contextual curriculum and the introduction of the aspirational curriculum.
51. Review the wider curriculum for preparation for life in modern Britain including British values, well-being, resilience, good mental and physical health.

52. Ensure the curriculum provides for recovery from learning gaps caused by the coronavirus pandemic.
53. Ensure that students receive high quality Careers advice and guidance on next steps.
54. Receive reports from Southway on the views of students, parents/carers and other stakeholders as part of a programme of regular self-evaluation by the Academy to assess its performance against stated aims and objectives. Ensuring that such feedback is used to support the development of best practice and to promote the quality of the overall student experience.

People

55. Ensure the Academy has sufficient staffing capacity.
56. To agree the overall rating of the Principal's performance for the past year under the Academy's performance management and confidentially report the same to the Board.
57. To agree the Principals' key performance and development objectives for this Academic year and how these will be measured. This process will be undertaken by the Chair of the Board with the support of the Company Secretary and the Chief Executive of the Trust. Input from other Directors will be sought in advance of the performance management process starting.
58. To review, amend and implement and monitor the performance management policies and procedures of Southway to: -
 - De-clutter the performance management process;
 - Agree Key Performance Indicators for Southway Senior Leadership Team ("SLT").
59. To agree the remuneration and conditions of service of the SLT.

Pay

60. To approve annual updates to the pay policy.
61. To ensure that the pay of the Academy Principal and SLT is broadly consistent with and proportionate to that of other Academy employees, ensuring that decisions about their pay and conditions follow a robust evidence based process and based on independent and objective scrutiny and that conflicts of interest are avoided.
62. To agree pay decisions for the Academy Principal, SLT Teaching staff and Support staff following the conclusion of their performance management process and the recommendations and advice of the Academy Principal and the Trust Chief Executive referring to the outcome and impact of pay recommendations including the recommendations of the School Teacher's Review Body and the recommendations of the National Joint Council for Local Government Services and local government pay settlements local to the Academy.
63. To ensure that the SLT follow clear and transparent use of pay spines and approval points when deciding pay.
64. To consider the application of discretionary pension flexibilities.

65. To ensure that evidence of operation of the pay policy, recording of pay decisions taken and equality impact is provided upon request.
66. To ensure that Southway has an internal succession plan which minimises the risk to delivery of the Trust's Strategic Plan and Academy Improvement Plans which could be caused by staff departures.
67. To oversee and agree any recruitment and appointment process for any member of the SLT by setting up a working group agreed by the Board and to make recommendations in respect of the same.
68. To receive assurance that the Safer Recruitment Policy is adhered to within the Academy in accordance with statutory guidance.
69. To review and monitor the Academy's coaching programme.
70. To review and monitor the development of leaders.
71. To review and monitor the development of the professional offer.
72. To review and monitor the induction training given to new starters.
73. To review and monitor refresher and continuing professional development training given to staff.
74. To ensure the Academy is providing for Staff Health and Wellbeing including compliance with the Public Sector Equality Duty
75. To receive any reports on staff morale and wellbeing across the Academy.

Confidentiality

76. The business of the Southway Board should not be discussed or circulated outside of the Southway Board without the permission of the Chair of the Southway Board.

Terms of Reference

77. These Terms of Reference will be reviewed on an annual basis. If a Director believes the Board's Terms of Reference need to be changed during the Academic Year they should ask the Company Secretary to schedule the same for agreement by the Southway Board.