

2023/24 Standing Orders

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Group Governance Statement

The strategic and operational working relationships between London South East Colleges (LSEC) (the College) and London South East Academies Trust (LSEAT) (the Trust) has been established to optimise collaboration and integration between the organisations. LSEC is the Sponsor of the Trust and supports the Trust with business infrastructure and professional services across a number of business operations.

In May 2023 the College and Trust collaborated to create a Charity Education Foundation LASER Education Foundation and endorsed a Collaboration Agreement which provides the legal and operating principles under which the Foundation will work and collaborate with its founding members, London South East Colleges and London South East Academies Trust, the Foundation, College and Trust known collective as the Group Organisations.

Since 2018, the College and Trust have operated within a group governance structure that is underpinned by their mutual charitable principles and co-incidence of interest, that benefits the strategic positioning of the Group Organisations as an anchor institutions and place makers within London and the South East.

The development and implementation of London and South East Region (LASER) Education Foundation Limited, as a Company Limited by Guarantee and soon to be registered charity, is as a charitable foundation created to support and exist alongside the College and Trust.

London South East Colleges (LSEC) (the College) is a multi-campus educational institution, formed from the merger in August 2016 of Bromley College of Further & Higher Education, Greenwich Community College and Bexley College. The college is dedicated to a core role in ensuring that learners in its sub-region of South East London and surrounding areas, have access to high quality, integrated education and training, at all levels and across the maximum range of subjects.

London South East Academies Trust (LSEAT) (the Trust) is a Multi Academy Trust, sponsored by LSEC. The Trust currently comprises 9 schools, mainstream, specialist and alternative provision. The Trust aims to provide outstanding education and training for young people, from primary to secondary age, across the region, bringing together specialist provision to provide a real alternative to mainstream education.

London and South East Region (LASER) Education Foundation Limited is as a charitable foundation created to support the College and Trust through funding raising, philanthropy, and research and development.

The College, the Trust and the Foundation, (“the Group Organisations”) are closely associated organisations, with complementary public benefit objects and a common mission, comprising a charitable corporate group. (“the Group”).

Each organisation (the College, the Trust and the Foundation) retains the legal status of independent charitable organisations, pursuing their charitable objects for the public benefit, which is subject to distinct regulations, and which is governed by its own Board of Governors and or Trustees (“the Independent Boards”).

The Independent Boards have each determined that, for the benefit of the Learners and by extension for the public benefit and charitable objectives, it is desirable to maximise the strategic and operational integration of the Independent Boards and for this purpose to

maximise the alignment of their respective decision making processes, in pursuit of the common charitable objects of the Group Organisations (subject to their non-delegable primary governance responsibilities and authority; their regulatory obligations; and potential conflict of interest/loyalty management).

The Group Scheme Delegation outlines delegable decisions in accordance with their respective Articles of Association. On this basis, the Independent Boards have determined and agreed to establish the Group joint co-ordinating, governance committee of the Independent Boards.

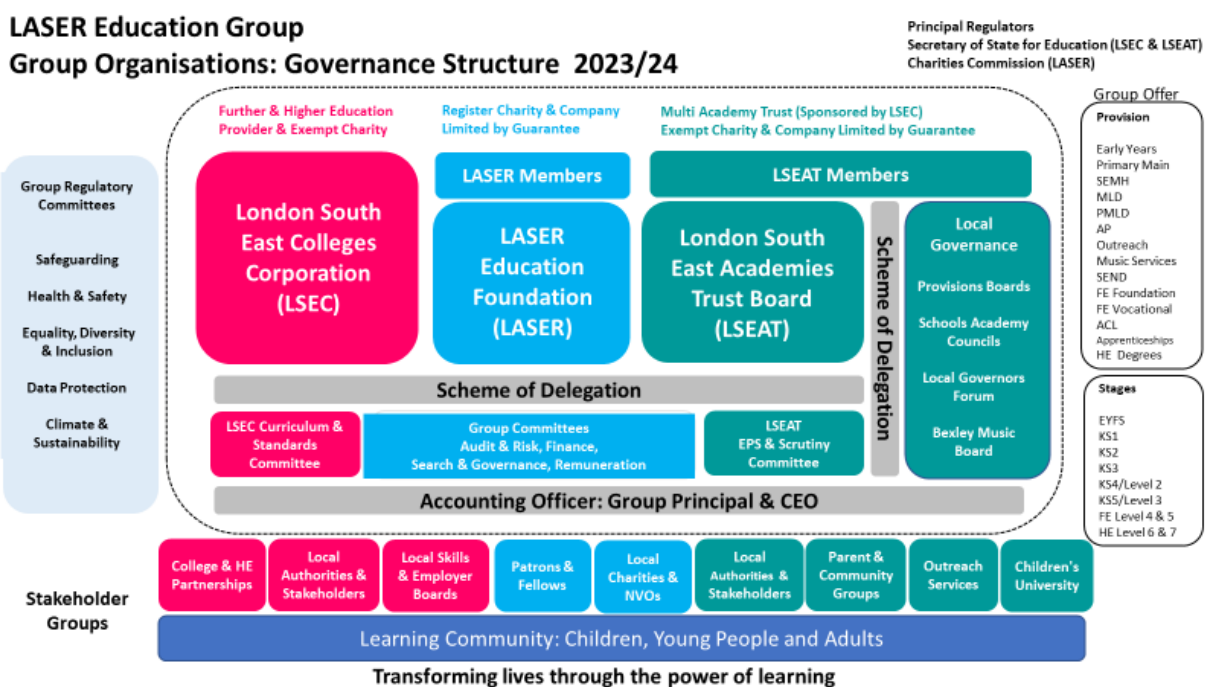
Governors and Trustees have been appointed to the Independent Legal Boards and the joint co-ordinating committees, ensuring that a balanced combination of Governors and Trustees are represented on the each of these, as defined by the relevant Articles of Association and the Group Organisation Scheme of Delegation.

Duties, roles and responsibilities of Governors and Trustees are defined in the Group Code of Conduct and aligned to the AOC Code of Good Governance for English Colleges (LSEC) and the DfE Governance and Academies Handbooks (LSEAT) and the Charity Governance Code (LASER).

A Group Collaboration Agreement has been approved by each of the Group Organisations and provides the legal constitution of the group governance structure and Group Committees as presented in **Diagram A** below, which will be supported by the Group Scheme of Delegation and Group Committees' Terms of Reference and Governance and Group Operational Policies, outlined in these Standing Orders

This will ensure the continuity and efficiency of our current unique and effective group governance arrangements.

Diagram A



The Collaboration Agreement also underpins the Group Organisations business operations. This is an effective, proven and efficient operational model, which provides value for money and strategic operational oversight of the College and Trust. Led by a Group Executive and Senior Leadership Teams and shared professional services and support functions provide significant high quality operational support to the Group Organisations

The Scheme of Delegation, Standing Orders and operating procedures for the Group Organisations are reviewed on an annual basis.

Remit of the Governing Organisations

Detailed below is an overview of the accountabilities of the Governing Organisations.

Charitable Status

The Group Organisations have charitable status and subject to the requirements of both companies and charity laws.

LSEC is a Corporation, incorporated under the Further & Higher Education Act 1992.

LSEAT is a Trust, established under the Academies Act 2010, as a limited company by guarantee. Both the College and Trusts are classified as exempt charities and are regulated by the Secretary of State for Education.

LASER is a company limited by guarantee and is currently applying for registered charity status, as such LASER will be regulated by the Charities Commission.

Governors and Trustees are subject to certain requirements under Charities which include applying the property and income of the organization only for the purposes of the charity. Both College Governors and Trustees of the Trust are required to strictly comply with the regulations and “musts” defined within their ESFA funding agreements and ensure the proper use of public money as defined with HM Treasury requirements of Managing Public Money (LSEC) and the DfE Academies Handbook (LSEAT)

Financial and Audit Requirements

The principal funding body for the College and Trust is the Education and Skills Funding Agency (ESFA), and the financial memorandum and funding agreements set out the obligations of the Governors and Trustees of each organization. These include appointing an accounting officer (the Group Principal & CEO) who is answerable to Parliament for the use of public funds; appointing an Audit & Risk Committee; and having an effective Risk Management Policy.

The financial memoranda also require the Group Organisations to comply with either the Joint Audit Code of Practice for FE institution and the Academies Handbook for the MATs, which sets out the ESFA’s requirements for the audit, accountability and assurance arrangements. Charities Commission require registered charities to comply with financial regulations determined under the Charities Act.

Code of Governance

Governors and Trustees of the Group Organisations are required to publish a Statement of Corporate Governance and Internal Control as part of the annual report and accounts.

The Trust also publishes a Statement of Governance to include local governance arrangements.

Inspection and Regulation

The College and Trust are subject to inspection by the Office for Standards in Education (Ofsted). Colleges such as LSEC that provide Higher Education are also inspected by the Quality Assurance Agency for Higher Education (QAA).

The funding bodies also undertake regular funding audits of colleges to satisfy themselves that funds have been properly applied.

Instrument and Articles of Association

The Instrument and Articles of Association for each of the individual Group Organisations set out key information in relation to Governance. For example, the constitution of Governance, how long Governors can serve, how they are appointed and the operating procedures for meetings.

The Articles are key document that also including the roles and responsibilities of the Governing Body and its committees, the Group CEO and Executive Principal, Accounting Officer and the Clerk.

Appointment of Group Principal & CEO, Clerk and Senior Post Holders

The Group Organisations are required to appoint a Chief Executive Officer, who is also the Group Principal, and a Clerk (who is the Group Chief Governance Officer) and to make their respective responsibilities and those of the Governing Body clear.

The other designated Senior Post Holders (SPH) are also appointed by and are directly accountable to the Governing Organisations who have obligations to them as their employers. The designated SPHs are the Group Chief Financial Officer, Deputy CEO Academies and Deputy CEO & Executive Principal.

The Clerk is accountable to the three Governing Bodies who decide the role and responsibilities of the Clerk.

The Clerk also acts as an adviser to each of the Independent Boards and Group Board on all governance related matters.

Risk Management & Board Assurance

A requirement of the financial memorandum and funding agreements for the College and Trust, is to have effective risk management arrangements in place and to have a document available to Governors and Trustees that describes these and explains how key strategic risks are identified and managed.

The Risk Management Framework is regularly reviewed by the Group Audit & Risk Committee, Independent Boards and wider at Group and Management Meetings across the Group Organizations.

The Risk Management Framework is an integral and core component of the new Board Assurance Framework.

Introduced for 2020/21 the Board Assurance Framework operates as an all-encompassing assurance tool for the Independent Boards, bringing together all components of our strategic and business operations. The Assurance Framework will ensure that the Board receives levels of assurance and evidence of this assurance, which will ensure that for each of our Group

Organisations, we can demonstrate how we are meeting our charitable objectives and our legal, regulatory, economic and moral obligations as educational organisations.

The components of the Board Assurance Framework include, the Risk Register, the Strategic Operating Plan, the Audit Plan, our Performance Targets and Governance Operating Procedures and Business.

Financial Regulations

The Financial Regulations set out how the Group Organizations will comply with their legal obligations for financial management and ensure probity, propriety and value for money in the use of funds. These have been approved by each Independent Boards and provided to key staff and managers.

Other Legal Obligations

The Governing Organisations are required to produce evidence of establishing, operating and reviewing its oversight and systems in relation to certain legislation which includes but is not limited to:

- Safeguarding
- Data Protection and Freedom of Information
- Health and Safety
- Equality, Diversity and Inclusion
- Sustainability and Climate Change

The Group's vision is to transform lives through the power of education. Underpinned by strong values, it strives to change people's lives creating social value and promoting social mobility in every community it serves. The Group is enterprising in its approach, agile and multifaceted, to enable and empower people of all ages from 5 to 95 to 'step up' to their next opportunity in life.

Led by Dr Sam Parrett, CBE, Group Principal & CEO, who a National Leader of Further Education, the London & South East Education Group, provides a strong and united brand that encapsulates all the work being undertaken in each part of the Group Organisations, providing a platform and scope for the growth and expansion of its operations and quality for the wider community.

Duties and Responsibilities

Learners are at the heart of everything we do at London & South East Education Group (the Group Organisation). At our core we are an educational organisation focused on supporting learners from five years of age through to adulthood. We see these learners progress through our schools, colleges and higher education provision, moving into successful careers and destinations.

Over the last couple of years and particularly since the recent merges with the former Greenwich Community College and Bexley Colleges and further schools joining our Trust in April 2022 to make nine schools in total, our Education Group is becoming more connected with its local communities, and we have found ourselves playing a greater leadership role in their development and growth.

With more than 13000 students and 1200 staff working within the Group Organisation, we are currently at a point where we are considering what more we can do to have a greater

impact and maximise our expertise and resources, to bring even greater benefit to our learners and the communities in which they live and work.

With the expert skills and experience Governors and Trustees bring, they can support us to realise our ambitions to be “More than a College”, building sustainable communities that are economically and socially prosperous, contributing to our journey to becoming a Social Enterprise Group.

The Group Organisation Governance structure was introduced in early 2018, to reflect the new Group Organisation and predicated on one organisation consisting of two legal organisations London South East Colleges (LSEC) and London South East Academies Trust (LSEAT).

The development and creation of our new Charity Foundation in 2023 to support the College and Trust with access to additional opportunities through charity fundraising, philanthropy and research and development will further enhance our reputation and reach within our local communities and further networks and opportunities.

With one collective group of Governors and Trustees and one strategic leadership team.

Roles and Responsibilities

Within our Group Governance structure there are the following Governance roles:

LSEC Chair	LSEAT Chair
LSEC Vice Chair	LSEAT Vice Chair
LASER Chair	LSEAT Trustee
LASER Trustee	Trust Provision Board Chair (Trustee)
LASER Members	Local Community Governor
Group Committee Chair	Local Community Governor Parent
LSEC Governor	Local Community Governor Staff
LSEC Co-opted Governor	LSEAT Member
LSEC Staff Governor	Specialist Lead Trustee
LSEC Student Governor	Co-opted Trustee
Specialist Lead Governor	External Education Adviser
Group Principal & CEO	School Improvement Practitioner
Group Chief Governance Officer (Clerk)	External Auditor

All Governors and Trustees engaging in any of the roles listed above are expected to foster our Group Governance principles and adhere to the Group Code of Conduct.

Principles of Governance

All Governors and Trustees of the Group Organisation are responsible for:

- Determination of educational character and ethos
- Approving the quality strategy of the Group Organisation
- Articulation of vision, values and strategic direction
- Oversight and monitoring of the Group Organisation’s activities
- Effective and efficient use of resources
- Safeguarding asset
- Approving annual estimates of income and expenditure

- Appointment, grading, suspension, dismissal, appraisal and determination of pay and conditions of CEO, senior post holders and Clerk
- Setting framework for pay and conditions of service of all other staff
- Setting framework for tuition and other fees
- Financial probity

The Scheme of Delegation outlines (where, the Articles of Association for the individual legal entities permit) those accountabilities and responsibilities that are delegated to the Group Board. Individually, the responsibilities of Governors and Trustees are to

- Be a Governor or Trustee of at least one Board or Committee and/or Lead on a specialist area, e.g. Health & Safety, Safeguarding, etc
- Participate actively and constructively in Board and Committees
- Attend meetings of the Board and Committees and other occasional events arranged by the Group Organisations.
- Take an active interest in Education policy and development.
- Abide by the Group Code of Conduct for Governors and Trustees as approved by the Group Organisations and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Group Organisation.
- Contribute to the strength of the Group Organisation by bringing an external perspective and experience to the Board's oversight of the Group Organisations but to stop short of giving professional advice.
- Act as a Group ambassador and to foster good relations between our Group Organisations and the communities we serve.
- Always to act in the best interests of the Group and not to speak or vote as if mandated by other persons or bodies.
- Participate in the annual review of the performance of the Group Organisations.
- Take part in any relevant training and development events or opportunities as arranged from time to time for the benefits of Governors and Trustees.
- Demonstrate a personal commitment to the seven principles of Public Life as set out in Lord Nolan's Report on Standards in Public Life (Annex 1, LSEEG Code of Conduct)
- Demonstrate a commitment and support for the principles of equality of opportunity for all.
- Give any additional assistance as may be reasonably requested by the Chair or Chairs of the Boards and Committees.

1. Code of Conduct

The Group Governors and Trustees Code of Conduct is appended.

2. Skills and Experience

All Governors and Trustees are required to complete a Skills Audit which determines the level of understanding and proficiency in certain core skills, experience and attributes. These are categorised within the following headlines and reviewed annually.

- Leadership & Management
- Legal, Finance & Audit
- Public Sector & Voluntary
- Education
- Quality
- IT & Estates
- People Management & Strategy

The review and regular assessment of this supports better consideration and appropriate

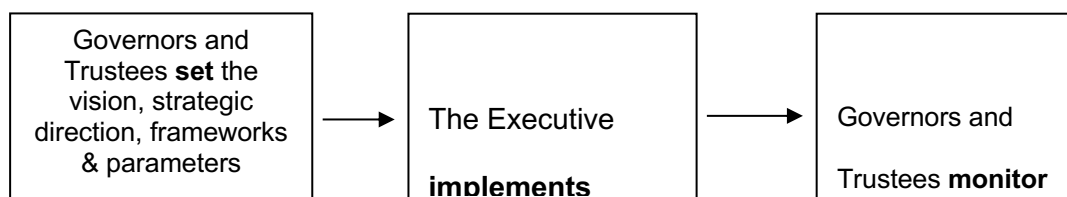
placement of skills and experience across the range of Boards, Committees and Roles within the Group Organisations.

3. Governance and Management Policy Statement

Governors and Trustees and the Group Executive Team lead by the Group Principal & CEO work together to achieve the best possible outcomes for the Group Organisations.

The policy statement below outlines the key differences in responsibilities.

GROUP ORGANISATION BOARDS & COMMITTEES	GROUP PRINCIPAL & CEO
Governance in partnership with Management	
<ul style="list-style-type: none"> • Defines the vision and mission. • Strategic thinking and direction. • Determines appropriate policy framework. • Ensures financial solvency and probity. • Determines pay and remuneration framework. • Oversight of effectiveness of management. • Monitoring of the quality of performance locally and within the sector context. • Maintains the assets of the Group Organisation • The community's voice within the Group Organisation. • Fosters collaborative partnerships • Well informed and committed. • Review the Group Organisation effectiveness annually. • Continual improvements to effectiveness. • Appoints Group Principal & CEO and senior post holders and appraises Group Principal & CEO. • Works with and supports Group Principal & CEO and Executive team. 	<ul style="list-style-type: none"> • Proposes vision, mission and strategy. • Strategic planning and implementation. • Implements Corporation decisions. • Organisation, direction and day-to-day management of college. • Is the accounting officer, responsible for financial well-being of the Group Organisation and accountable to Governors and Trustees. • Ensures the provision of a quality curriculum and customer service. • Represents the Group Organisation locally and nationally, builds positive working relations and collaborative partnerships • Leadership of the staff • Executive management and development of staff • Appraisal of Senior Postholders • Supports and informs Governors and Trustees providing sector policy changes and insights



4. Governance Links and Visits

Governors and Trustees are encouraged to participate in activities taking place outside of Board and Committee activity. These include Learning Walks, Visits, Student Events and Performances, Award Ceremonies both Staff and Students.

The purpose of Governors or Trustees visits are to

- Inform Governors and Trustees of the operations of the Group Organisation.
- Learn about the curriculum and provision on offer.
- Learn and see first-hand the experience of students.
- Fulfil their strategic responsibilities with regard to quality issues.
- Raise the profile of Governors and Trustees with staff and students.

Governors and Trustees are expected to make at least two annual visits to college, school or provision they are connected or assigned.

5. Board Evaluation and Performance Reviews

Self-Assessment and Board Evaluation including the assessment of Board and committee impact and effectiveness, is conducted annually, reflecting performance of the Board against the conduct of business and improvement action plan.

Post-evaluation of Board and Committee meetings is also conducted to inform improved presentation of papers and decision making and conduct of meetings.

LSEAT Statement of Governance 2023/24 including Local Governance

During 2021, the Trust Board approved the implementation of a “One Trust” strategic initiative to bring together all schools and focus on one mission, vision and values which are outlined below.

Mission Statement

We are passionate about potential.

Our mission is to realise the unique talents and abilities of children and young people in all our schools.

Ambitious for every child, we work tirelessly to support them throughout their educational journey and to equip them with the confidence and skills they need to progress and succeed at every level.

We recognise and respect the rich diversity, individuality and strengths that our different schools bring to our wider community.

Our ambition is to continue strengthening our network of schools by:

- Celebrating our diversity
- Promoting excellence
- Enabling personal development, achievement and progression
- Safeguarding the well-being of all children, young people and staff.

Vision

Our vision is to create a future where **every child, in every school, can flourish every day**

Values

Our group of schools has a shared aim of providing outstanding education and supporting pupils to become purposeful adults, who will contribute to society in a positive way.

As a Trust, we support each of our schools to grow and develop, while celebrating the successes and distinctiveness of each of them.

We are a values driven organisation and our vision is built on five core foundations of **Success, Teamwork, Achievement, Respect, Service.**

Roles within the Trust

Members

Members of London South East Academies Trust (LSEAT) are responsible for ensuring the Trust achieves its objectives, as well as compliance with charity and company law and funding agreements. They ensure that they use their discretion regarding their use of the academy's funds reasonably, taking into consideration guidance on accountability or propriety.

Members comprise of:

- the original signatories to the company's Memorandum of Association
- additional members appointed and removed by special resolution of the existing membership.

The role of members includes:

- (i) overseeing the achievement of the objectives of the trust as set out in the articles of association and amending its articles of association when required
- (ii) taking part in annual and extraordinary general meetings
- (iii) appointing and removing members and trustees
- (iv) ensuring the financial stability of the trust and approving its accounts
- (v) ensuring compliance with general principles of charity law

Biographies of our Members are published on the LSEAT website.

Trust Board

Our Trustees are both Company Directors and Charity Trustees. The Trust is responsible through its Board of Trustees and Accounting Officer (the Chief Executive Officer) for all financial transactions within delegated authority. Trustees are appointed under the Trust's Articles of Association including being co-opted by Directors.

The role of Trustees includes:

- (i) Settling the strategic direction of the trust and ensuring that the strategies of its academies are clearly defined, setting overall policy, defining goals and setting targets and evaluating performance
- (ii) Exercising the Trust's powers
- (iii) Expending Trust funds for its objects as set out in the articles of association
- (iv) Ensuring the sound, proper and effective use of the finances of the Trust, including responsibility for budget setting and auditing requirements in respect of academy accounts
- (v) Ensuring the Trust pursues its objects, is compliant with both company and charity law and has due regard for any other relevant legislation or regulations

Biographies of our Trustees are published on the LSEAT website.

The Trust Board has established Committees some of which are Group Committees with the College (LSEC) with delegated authority as determined within the Collaboration Agreement and Group Scheme of Delegation.

Local Governance Arrangements

During 2020/21 the Trust Board conducted a significant review and development of its governance structure and operating model alongside its strategic development and growth plans and the “One Trust” initiative.

The Board resolved on 24th March 2021 to adopt a provision-based governance model, moving away from a geographical and legacy based hub model. It is intended that this will enable the Trust to have a more specialized focus on the different provision types within the Trust, namely Special, Alternative Provision & Outreach and Primary mainstream.

Local Governing Boards were replaced by Provision Boards and local governance committees for each school, known as Academy Councils, were created.

The design and development of this model is to ensure that the community and its parents are at the heart of the Trust. The Academy Councils will be the forum where the Trust can ensure community links remain in place, whilst also engaging with local stakeholders.

The role of the Provision Board is intrinsic to providing local governance and scrutiny, enabling and assisting the Board of Trustees in the fulfilment of their duties. The Provision Boards, chaired by a Trustee, play an active part in supporting and challenging the School Leaders on the quality and standard of education, monitoring risks and progress of pupils.

As an additional level of governance scrutiny each individual school has an Academy Council. Membership of Academy Councils will comprise Local Community Governors, Parent and Staff Local Community Governors. The Academy Councils will report to the appropriate Provision Board based on the school provision type and be chaired by a Local Community Governor.

Each School will also have representation on the appropriate Provision Board, with one or two local community governors from each Academy Council also members of the Provision Board.

The Trust Articles of Association permit the establishment of committees and the level of delegation and functions to be determined. Where the Trust Board does delegate, it remains responsible and accountable for decisions made. The Trust Board retains overall responsibility and a legal duty for the operation of the schools and the delivery of education, with the level of delegation and autonomy, determined through a detailed Scheme of Delegation.

The Trust Board approves the appointment of Provision Board Chairs and Local Community Governors. The Provision Boards provide focused governance for each Academy, covering up to five Academies within their remit and provide assurance that the Trust Board is connected to its local community and that a local and diverse range of perspectives support decision making.

Focused governance includes monitoring and challenging Academy Leaders on educational standards and academic performance, safeguarding, individual Academies’ character and ethos and reviewing the Academies’ Risk Register.

The Provision Boards will contribute most effectively to the Trust’s vision and values by focusing on the following areas:

1. To provide a strategic view of the ethos and culture of each Academy.
2. To act as a critical friend to School Leaders, by providing support and advice to the Academies on School Improvement through the monitoring of School Development Plans, the curriculum offer, pupil progress and attainment and overall pupil experience.
3. To hold the School Leaders to account for the educational standards it achieves and the quality of the education it provides as defined by Ofsted.
4. To ensure there are robust safeguarding procedures and associated policies in place to ensure the safety of all pupils.
5. To represent the parents and the local community, staying accessible and connected to the communities they serve.
6. To support, demonstrate and actively promote the Trust's vision and values.

The new model of operations and governance was effective from 1 September 2021.

In April 2023, the model was slightly revised to accommodate the increase in special schools in the Trust following conversion of Heron Academy, creating two Specialist Provision Boards one for SEMH and one for SEND.

The Primary Mainstream Provision Board was also revised to include governance oversight of the Bexley Music Provision, renamed Mainstream and Music Board with a new Provision Board Chair appointed.

GOVERNORS & TRUSTEES CODE OF CONDUCT

1. INTRODUCTION

- 1.1 This Code applies to every Governor and Trustee who is appointed within the Group Organisations, defined within the Collaboration Agreement, and established to optimise collaboration and integration between the further and higher education activities of the London South East Colleges (LSEC), the school education activities of London South East Academies Trust (LSEAT) and the funding raising, and philanthropy provided by LASER Education Foundation (LASER)

It indicates the standards of conduct which are expected of them and is intended to enable them to understand their legal duties and to assist them in carrying out their duties and in their relationship with the Group Organisations, the Group Principal & CEO and Group Executive.

This Code is therefore aimed at promoting effective and well-informed governance and is not intended to be a definitive or authoritative statement of the law. The “Seven Principles of Public Life” identified by the Nolan Committee on Standards in Public Life form part of the Code and are set out in Annex 1 hereto. The main responsibilities of Governors and Trustees are set out in Annex 2 hereto.

- 1.2 In addition to this Code, Governors and Trustees are recommended to familiarise themselves with the following which will be supplied to them on appointment:
- a) Memorandum and Articles of Association LSEC/ LSEAT/LASER as appropriate
 - b) Governance arrangements and associated regulatory handbooks.
- 1.3 Annexes 1 and 2 are attached to this Code for easy reference. They should not be read as an exhaustive statement of duties, powers or provisions, and should refer to the source documents listed above. If a Governor or Trustee is in doubt about the provisions of any of these documents, the Group Chief Governance Officer (Clerk to the Boards) should be consulted and, if necessary, legal advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Governor and Trustee of a corporate body and for any act or omission in that capacity rests with the individual Governor and Trustee.
- 1.4 Acceptance of appointment as a Governor and Trustee of the Group Organisation will be construed as acceptance of this Code.

2 INTERPRETATION

In this Code, “the Group Organisation” means the legal entities, LSEC, LSEAT and LASER. “Governor and Trustee”, “Chairman”, “Principal” and “Clerk” mean respectively a Governor and Trustee of the Group Organisation.

All other definitions have the same meanings as given in the Instrument and Articles of Governance of LSEC and LSEAT and words importing one gender will import any gender.

3 DUTIES

3.1 Governors and Trustees owe a fiduciary duty to the Group Organisation. This means that they should show it the highest loyalty and act in good faith in its interests. Each Governor and Trustee should act honestly, diligently and, subject to the provisions appearing in paragraph 6 of this Code relating to collective responsibility, independently.

3.2 Whatever decisions Governors and Trustees take at meetings of the Group Organisation and its committees must be for the benefit of the LSEC, LSEAT and LASER, as a whole and not for any improper purpose, or for personal motive. The “benefit of LSEC, LSEAT and LASER” can be taken to mean, first and foremost, the interests of its learners and other users of the LSEC or LSEAT services, and the safeguarding of public funds.

Governors and Trustees should have regard to those interests and must not allow any sectional interest to take precedence. In particular, Governors and Trustees are not appointed as “representatives” or “delegates” of any outside body and may not lawfully be bound by mandates given by others.

3.3 Governors and Trustees must observe the provisions of the LSEC, LSEAT and LASER Instrument and Articles of Government and in particular the responsibilities given to the Group Organisation through the scheme of delegation. Those responsibilities, including a list of “reserved” responsibilities which are so important that they must not be delegated, are set out in Annex 2.

3.4 Governors and Trustees should also have regard to the different, but complementary, responsibilities of the Group Principal & CEO, as the accounting officer for LSEC, LSEAT and LASER. Whereas it is the Group’s function to decide strategic policy and overall direction and to monitor the performance of the Group Principal & CEO and any other senior post holders, it is the Group Principal & CEO’s role to implement the Corporation’s decisions and to manage the LSEC or LSEAT affairs within the budgets and framework fixed by the Group Organisation. Governors and Trustees should work together so that the Group Organisation and the Group Principal & CEO perform their respective roles effectively.

3.5 Governors and Trustees are collectively responsible for observing the duties set out in the Financial Memorandum which the LSEC and LSEAT have entered into with the Education Skills Funding Agency (ESFA) as a condition of receiving public funding. Copies of funding agreements are published on the Trust and College Websites and intranet and can also be made available to Governors and Trustees on request.

3.6 Although the ESFA is the main provider of funds to LSEC and LSEAT, Governors and Trustees should note that they are also responsible for the proper use of income derived from other sources such as the Office for Students (OfS), Greater London Authority (GLA) and Local Authorities. For LASER this may also be third sector charities, philanthropic individuals and other community organisations and charities who provide grants to support the students and communities of the College and Trust.

4 SKILL, CARE AND DILIGENCE

A Governor and Trustee should in all their work for the Group Organisations, exercise such skill as they possess, and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors and Trustees act as agents of the Group Organisations, for example, when functions are delegated to a committee of the Group Organisations or to the Chair.

Governors and Trustees should be careful to act within the terms of reference of any committees on which they serve. They should also take care in studying agendas and other papers provided for them in advance of meetings and committees and ensure that they are fully briefed before making decisions.

5 CONFLICTS OF INTEREST

5.1 Like other persons who owe a fiduciary duty, Governors and Trustees should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Group Organisation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

5.2 However, an interest does not have to be financial for the purposes of disclosure and examples of non-financial interests are given on the reverse of the Register of Interests form. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor and Trustee's independent judgement, then the interest, financial or otherwise, should: -

- (a) be reported to the Group Chief Governance Officer (Clerk to the Boards), and
- (b) be fully disclosed before the matter, giving rise to the interest, is considered

Governors and Trustees should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

5.3 Governors and Trustees must not receive gifts, hospitality or benefit of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Group Chief Governance Officer (Clerk to the Boards).

5.4 The Group Chief Governance Officer (Clerk to the Boards) will maintain a Register of Governors and Trustees' interests which will be open for public inspection.

Governors and Trustees must disclose routinely and on request, business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have, and the Clerk will enter such interests on the Register.

Governors and Trustees should inform Group Chief Governance Officer (Clerk to the Boards) whenever their circumstances change, and interests are acquired or lost. In

deciding whether an interest should be disclosed, Governors and Trustees should have regard to the meaning given to “interest” in paragraph 5.2 of this Code.

6 COLLECTIVE RESPONSIBILITY

6.1 The Group Organisations operate by Governors and Trustees taking majority decisions at quorate meetings. Therefore, a decision, even when it is not unanimous, is a decision taken by the Governors and Trustees collectively and each individual Governor and Trustee has a duty to stand by it, whether or not he was present at the meeting when the decision was taken.

6.2 If a Governor and Trustee disagrees with a decision taken, their first duty is to have any disagreement discussed and minuted. If the Governor and Trustee strongly disagrees, he should consult the Chair.

Alternatively, the Governor and Trustee may decide to offer his resignation from office, after consulting the Chair.

7 CONFIDENTIALITY

7.1 Because of the Group Organisation’s public accountability, Governors and Trustees should ensure that, as a general principle, learners and staff of the College have free access to information. Accordingly, all non-confidential minutes relating to meetings of the Group Organisations are made available to the public through publication on the LSEC, LSEAT and LASER website when they have been approved as an accurate record of the meeting.

7.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the considering sensitive issues or named individuals and for other good reasons. Such excluded items will be kept confidentially by the Group Chief Governance Officer (Clerk to the Boards) and will be circulated in confidence to Governors and Trustees.

7.3 It is important that the Group Organisations and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors and Trustees, with a shared corporate responsibility for decisions. Governors and Trustees should keep confidential any matter which, by reason of its nature, the Chair or the Governors and Trustees or the Chair or Governors and Trustees of any committee of the Group Organisations are satisfied should be dealt with on a confidential basis.

7.4 Governors and Trustees should not make statements to the press or media or at any public meeting relating to the proceedings of the Group Organisations or its committees without first having obtained the approval of the Chair or, in their absence, the Group Principal & CEO.

In the first instance, Governor and Trustees should send details of any media statements to the Group Chief Governance Officer (Clerk to the Boards) who will organise approval from the Chair and Group Principal & CEO.

It is unethical for Governors and Trustees publicly to criticise, canvas or reveal the views of other Governors and Trustees which have been expressed at any meetings of the Group Organisations or their committees.

8 ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Group Organisations is expected so that Governors and Trustees can perform their functions properly. Attendance can be on site or via remote meeting applications e.g. Zoom or Teams.

However, Governors and Trustees are expected to aim to participate in at least 50% of the Board and Committee Meetings scheduled in person on site.

9 GOVERNANCE DEVELOPMENT

9.1 Governors and Trustees are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the LSEC or LSEAT Governance induction and training programmes, including regular refresher workshops.

9.2 In order to promote more effective governance, Governors and Trustees will carry out an annual review of the performance by each of the Group Organisations and its duties and responsibilities, as part of a continuing process of self- evaluation.

10. EQUALITY OF OPPORTUNITY

10.1 The Group Organisations are totally committed to the principles of equality of opportunity in everything that we do.

All Governors and Trustees are required to abide at all times to the principles of equality of opportunity.

Annex 1

THE NOLAN COMMITTEE

THE SEVEN PRINCIPLES OF PUBLIC LIFE

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.

Annex 2

SUMMARY OF RESPONSIBILITIES OF THE GROUP ORGANISATION GOVERNORS AND TRUSTEES

Responsibilities

As defined within the Articles of Association for LSEC, LSEAT and LASER

- a) The determination and periodic review of the educational character and mission of the LSEC or LSEAT and for the oversight of its activities.
- b) Approving the Quality Strategy of the institution.
- c) The effective and efficient use of resources, the solvency of the LSEC, LSEAT and LASER “the Group Organisation” and for safeguarding their assets.
- d) Approving annual estimates of income and expenditure.
- e) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts.
- f) Setting a framework for the pay and conditions of service of all other staff.

“Senior post” means the post of Group Principal & CEO and such other posts as the Group Organisations determine for the purposes of their Articles.

The scheme of delegation outlines those duties that have been delegated to the Group Committees.

Committee Terms of Reference

GROUP AUDIT & RISK COMMITTEE TERMS OF REFERENCE

Constitution

1. The Committee shall comprise of a minimum of 3 and not more than 6 members. Ideally, there should be membership representation from each of the Boards of the separate legal entities that constitute the Group.

London South East College Corporation (LSEC)

London South East Academies Trust Board (LSEAT)

2. Ineligible members are the Principal, student members, staff members, and members appointed to serve on the Group's Finance Committee. The Committee may invite advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak to the meeting). The Committee can also co-opt a non-governor member to the Committee.
3. The Chair of the Committee will be appointed by the London South East College (LSEC) Corporation and reviewed every two years.
4. Two external governors must be in attendance for the meeting to be quorate.
5. The Committee shall meet at least once in each academic term. Ad hoc meetings may be called as necessary in agreement with the Chair of the Committee.
6. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
7. In-line with agreed policy, decisions can be taken by email involving all Committee members

1. Purpose of the Audit & Risk Committee

- 1.1 To assess and provide the independent Boards with an opinion on the adequacy and effectiveness of their organisation's: -
 - Audit arrangements,
 - Systems of internal control
 - Risk management arrangements
 - Framework of governance
 - Processes for the economic, effective, and efficiency use of resources
 - Solvency
 - Procedures for the safeguarding of its assets

- 1.2 The Committee's role, in respect of Solvency, will be to advise the Independent Boards on the organisation's position as a going concern for the Financial Statements and to give an opinion on the budgetary and financial processes as part of its internal control opinion.
- 1.3 To adhere to the relevant Audit Codes of Practice and other regulatory or statutory instruments provided by HM Treasury, DfE and/or Charities Commission.

Effectiveness

- 2.1. To advise the Independent Boards on the adequacy and effectiveness of the whole system of internal control, including controls for securing economy, efficiency and effectiveness (value for money).
- 2.2. To monitor, annually or more frequently if necessary, the implementation of approved recommendations relating to both internal assignment audit reports and annual reports and external audit reports and management letters.
- 2.3. To monitor the effectiveness and competence of the internal and external audit services and ensure effective co-ordination between them, including whether the work of the funding auditor should be relied upon for internal audit purposes.
- 2.4. To establish, in conjunction with Management, relevant performance measures and indicators and to monitor the effectiveness of the internal audit service and external auditor through these measures and indicators, using these measures to determine whether re-tendering is appropriate.
- 2.5. To obtain external professional advice if it considers this necessary.
- 2.6. To investigate any activity within its terms of reference and to receive reports from management concerning any irregularity or fraud investigation. Ensuring that all allegations of fraud and irregularity are properly followed up and reported to the funding agency.
- 2.7. To seek any information, it requires from the internal auditors, the external auditors, governors, committees and College employees, plus relevant information from sub- contractors and other third parties.
- 2.8. To require additional services to be undertaken by internal and external audit as required with any resulting reports to be reviewed by the Committee.

Risk Management

- 3.1. To advise the Independent Boards on the adequacy and effectiveness of the organisation's arrangements for risk management, assurance, and its governance processes.
- 3.2. To have oversight of all areas of risk management within the Group, and to ensure, through the external and internal audit functions that the adequacy and effectiveness of the Group approach to risk management is robust and transparent.

Internal Audit

- 4.1. To advise the Independent Boards on the appointment, re-appointment, dismissal and initial remuneration of the internal audit service and the scope and objectives of their work.
- 4.2. Establish that the internal audit service adheres to all relevant professional standards.
- 4.3. To approve the audit needs assessment, and strategic and annual audit plans for the internal audit service including the annual fee for this work.
- 4.4. To consider and advise the on internal audit assignment reports, including the annual report and on control issues and to ensure these are responded to promptly where appropriate.
- 4.5. To reinforce with the internal auditors the independence of their function.

External Audit

- 5.1. To advise the Independent Boards on the appointment, re-appointment, dismissal and initial remuneration of external auditors and the scope and objectives of their work.
- 5.2. To recommend each year to the Independent Boards, and Members of the London South East Academies Trust, the external auditors to be appointed for that financial year.
- 5.3. Establish that the external auditors adhere to all relevant professional standards
- 5.4. To discuss with the financial and regularity auditor before the audits begin the nature and the scope of the audits. To approve the annual fee for the external auditor if the audit is not being tendered.
- 5.5. To consider and advise the Independent Boards on external audit reports and management letters with special reference to control issues raised and to ensure these are responded to promptly where appropriate.
- 5.6. To reinforce with the external auditors the independence of their function.

General

- 6.1. To determine or advise on such matters relating to audit as the Independent Boards may wish to delegate.
- 6.2. To consider and recommend the financial statements to the Independent Boards.
- 6.3. To monitor within agreed timescales the implementation of agreed audit recommendations from whatever source.
- 6.4. To carry out any special / specific projects which the Independent Boards may wish to delegate to the Committee.
- 6.5. The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, in order to fulfil its remit.
- 6.6. Review and advise the Independent Boards on assurances received from management in respect of internal controls and value for money.
- 6.7. To inform the Independent Boards of any additional services provided by the financial statements, regularity and other audit and internal auditors and explain how independence and objectivity were safeguarded.
- 6.8. To consider and advise the Independent Boards on relevant reports by the NAO, the Council and other funding bodies, and where appropriate management's response to these.
- 6.9. To oversee the Group's policies on fraud, bribery, irregularity and public interest disclosure, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity.
- 6.10. To ensure that where fraud is discovered, the internal and external auditors have been informed, and that appropriate follow-up action has been planned and actioned. The Committee must also ensure that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- 6.11. To report to the Independent Boards via the minutes or summary thereof.
- 6.12. To submit an annual written report to the Independent Boards to include the Committee's opinion on the:
 - i.) Adequacy and effectiveness of the college's audit arrangements
 - ii.) Framework of governance
 - iii.) Risk management and control systems
 - iv.) Processes for securing economy, efficiency and effectiveness
 - v.) Measures it has taken to ensure it has fulfilled its statutory and regulatory responsibilities
 - vi.) Review of its own effectiveness.
- 6.13. The annual report must be submitted to the Independent Boards before the Statement of Corporate Governance and Internal Control in the accounts is signed.
- 6.14. A copy of the audit committee's annual report must be submitted to the relevant funding body with the annual accounts.

Attendance of Senior Managers

7.1. The Group Principal & CEO and Group Chief Finance Officer are normally invited to be in attendance but are not members of the Committee.

General

- Committee will be held accountable through the Committee Chair presenting a verbal report at the next scheduled meeting of the Independent Boards and the recording of any decisions.
- The Minutes of Committee meetings will be treated as confidential and will not be made available for public access in accordance with the Instrument and Articles of Government.
- In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
- The Committee papers will be prepared and presented by Group Chief Finance Officer with support from the Group Chief Governance Officer (Clerk to the Boards) where appropriate.
- Next review – July 2024

GROUP FINANCE COMMITTEE TERMS OF REFERENCE

Constitution

1. The Committee shall comprise of a minimum of 3 and not more than 6 members, being the Principal, Chair of the LSEC Corporation, and four other eligible members. There should be membership representation from each of the Independent Boards of the separate legal entities that constitute the Group.

London South East College Corporation (LSEC)

London South East Academies Trust Board (LSEAT)

2. Ineligible members are the student members and members appointed to serve on the Group's Audit Committee. The Committee may invite the London South East College's Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak to the meeting). The Committee can also co-opt a non-governor member to the Committee.
3. The Chair of the Committee will be appointed by the London South East College (LSEC) Corporation and reviewed every two years.
4. Two external governors must be in attendance for the meeting to be quorate.
5. The Committee shall meet at least once in each academic term.
6. Ad hoc meetings may be called as necessary in agreement with the Chair of the Committee this may include a Capital Projects Sub-Committee to provide additional scrutiny and oversight on the major capital projects that carry high risk in terms of inflationary rises, procurement, penalties and cashflow. Such Sub-Committees to be determined as requiring LSEC Governors or LSEAT Trustees depending on the capital and project risks to the College or Trust at the time.
7. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
8. In-line with agreed policy, decisions can be taken by email involving all Committee members
9. All decisions and recommendations to be taken in line with the regulatory requirements of the Group Organisations and defined within such instruments as the Academies Handbook, Managing Public Money and DfE Guidance documents in relation to the reclassification FE colleges as public sector bodies.

Terms of Reference

1. To consider and advise the LSEC Corporation and the LSEAT Board ("the Boards of the legal entities") on all aspects of the Group's finances, financial policies, controls and strategy.
2. To consider, review and report on the periodic management accounts of the separate legal entities within the Group
3. To discuss and recommend to the Board of each legal entity the annual income and expenditure budget and any revisions.
4. To discuss and recommend to the legal entities the annual and three-year financial plan prior to submission to the ESFA.

5. To approve income and expenditure budget variations (virements) across different budget categories e.g. pay costs, of between 5% and 15% of total income. Virements above this limit require approval of the legal entities.
6. Authorise a departure from the Financial Regulations with the exception of the authorisation limits for the Finance Committee and Independent Boards. Any such departure to be reported to the Boards of the legal entities at the earliest opportunity,
7. To make recommendations to the Boards of the legal entities concerning investment and borrowing policies.
8. To recommend to the Boards of the legal entities the Property Strategy and monitor its implementation through annual updates
9. To recommend to the Boards of the legal entities' expenditure increases for annual capital expenditure for annual remodelling, other building works and IT Equipment purchases, in accordance with the Financial Regulations for each legal entity.
10. Authorise the disposal of assets in accordance with the Financial Regulations for each legal entity.
11. Monitor progress against major capital projects through programme and financial updates. Major capital projects will consist of all projects costing above £1m. Post project evaluations of all capital projects to be reviewed by the Finance Committee.
12. Approval of any individual debtor write offs must be made in accordance with the Financial Regulations of each legal entity. Bad debt write-offs above this limit require approval of the Boards of the legal entities.
13. Approval of amendments to overdraft facilities.
14. Approval of purchase contracts, orders, leases or hire purchase commitments in accordance with the financial regulations.
15. To conduct an annual review of the Financial Regulations and to make any recommendations to each legal board for approval during the year.
16. To monitor all aspects of pension payments and liabilities.

Reporting Procedures

1. The Clerk to the Board of the legal entities shall act as Clerk to the Committee. The Clerk shall circulate minutes of the meeting of the Committee to all Committee members.
2. At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
3. Minutes or a summary of the meeting to be made available to the Governors/Trustees of the independent Boards within LSEEG.

General

- Committee will be held accountable through the Committee Chair presenting a verbal report at the next scheduled meeting of the Independent Boards and the recording of any decisions.
- The Minutes of Committee meetings will be treated as confidential and not made available for public access in accordance with the Instrument and Articles of Government.
- In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
- The Committee papers will be prepared and presented by Group Chief Finance Officer with support from the Group Executive Director Governance and Clerk.
- Next review – July 2024

GROUP REMUNERATION COMMITTEE TERMS OF REFERENCE

Purpose

To review and determine the remuneration and conditions of service of the Senior Post Holders of the College including the Governance Professional & Clerk to the Boards, taking into consideration the individual's contribution and value to the overall performance of the College, the financial health of the college, equality, diversity and inclusion, sector remuneration comparators and the context in which the College operates.

Membership

The Remuneration Committee shall comprise at least three Governors or Trustees

- LASER Chair (Committee Chair)
- LSEC Corporation Chair
- LSEAT Chair
- Group Chief People Officer
- Independent – by invitation for remuneration matters only

Arrangements

- Chair of the Committee will be the Chair of the LASER Education Foundation.
- The Group Principal & CEO will **not** be in attendance for matters where her own remuneration is to be discussed.
- The Governance Professional & Clerk to the Boards shall be the Clerk to the Committee except when the Clerk's performance or remuneration is being considered, when a member of the Committee will act as Clerk for that item.
- The Committee may invite advisers or other appropriate individuals to attend a meeting to provide information.
- The Principal/CEO may attend the Committee for the purpose of advising on the performance of other Senior Post holders.
- The Committee shall meet at least once in every academic year but ideally once a term and more frequently as business needs determine.
- In-line with agreed policy, meeting can be held virtually, and decisions can be taken by email involving all Committee members

Quorum

The quorum for the Committee shall be three Members

Terms of Reference

- To demonstrate that the remuneration of the designated Senior Postholders and Governance Professional & Clerk to the Boards, is recommended to the Corporation by persons who have no personal interest in the outcome, and which gives due regard to the interests of the public and the financial health of the College.
- To adhere to the principles of the AoC Senior Postholder Remuneration Code 2018.

- To adhere to the DfE Guidance on Senior Pay and remuneration following reclassification of FE colleges into the public sector bodies and the requirements of HM Treasury Managing Public Money. Regulations.
- To adhere to the Academies Handbook and DfE STPCD with regard to Head Teacher and equivalent pay and conditions.
- To monitor the appraisal, performance review and/or target setting process of the Senior Postholders and the Governance Professional & Clerk to the Boards
- To review and determine on behalf of the Corporation and Trust Board (where appropriate), the Executive Pay Policy which outlines the remuneration of the Group Executive Team, including Senior Post Holders and the Governance Professional & Clerk to the Boards and that this is updated at least every three years against available benchmarking .
- Committee will act in an advisory capacity and make recommendations to the Independent Boards for approval.
- The Committee will periodically scan the horizon for Good Governance practice and application, through membership organisations e.g. NGA, CST, AOC and the DfE, to support and recommend changes to governance models and/or practice.

General

- Committee will be held accountable through the Committee Chair presenting a verbal report at the next scheduled meeting of the Independent Boards and the recording of any decisions.
- The Minutes of Committee meetings will be treated as confidential and will not be circulated to the Boards or made available for public access in accordance with the Instrument and Articles of Government.
- In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
- The Committee papers will be prepared and presented by Group Chief People Officer with support from the Group Executive Director Governance and Clerk the Boards where appropriate.
- Next review – July 2024

GROUP SEARCH & GOVERNANCE COMMITTEE TERMS OF REFERENCE

Purpose

To review and determine the composition of the Governing Body across the Group Organisations ensuring observing the governance codes and principles of governance, provided by regulatory authorities and the DfE, ensuring opportunity for development and succession planning, compliance with mandatory training and continuous review of the policy landscape and horizon scanning for best practice governance. Ensuring our Governing Bodies promote, support and model our charitable objectives, mission, vision and values.

Membership

The Search Committee shall comprise at least 3 Governors or Trustees

- Chair of LASER (Chair)
- Chair of LSEC Corporation
- Chair of LSEAT Board
- Group Principal & CEO
- Group Executive Director Governance (Clerk to the Boards)

Arrangements

- The Chair of the Committee will be the LASER Board Chair
- The Vice Chairs of the Committee will be the Chair LSEAT Board and Chair LSEC Corporation.
- The Governance Professional & Clerk to the Boards shall be the Clerk to the Committee.
- The Committee may invite advisers or other appropriate individuals to attend a meeting to provide information.
- The Committee shall meet at least once in every academic year but ideally once a term and more frequently as business needs determine.
- In-line with agreed policy, meetings can be held virtually, and decisions can be taken by email involving all Committee members

Quorum

The quorum for the Committee shall be three Members

Terms of Reference

- To receive reports on identified skills gaps and to make appointment of Governors and Trustees

Appointments to be approved at

- LSEC Board to approve LSEC Governor appointments
- LSEAT Board to approve LSEAT Co-opted Trustees
- LSEAT Members to approve LSEAT Trustees
- LASER Members to approve LASER Trustees

- To receive reports on identified skills gaps and to make recommended appointment of Vice Chairs and Chairs in accordance with the Group Governance Policy on Succession Planning, appointments to be approved by
 - LSEC Board to approve Chair and Vice Chair recommended appointments.
 - The sponsor body (LSEC) to approve LSEAT Chair and Vice Chair recommended appointments.
 - LSEAT and LSEC to recommend LASER Trustee appointments to the LASER Members.
- To oversee and ensure delivery of the Annual Board Self Evaluations and Performance Reviews of Governors and Trustees and to review and consider these in accordance with Group Governance Policies, including my not limited to Succession Planning, Selection and Re-appointment, Attendance and Removal.
- The Committee shall be responsible for advising the Boards on the appointment and reappointment of Members of the Boards other than the Group Principal & CEO (who shall be eligible to serve on the Independent Boards as a result of the post) and staff and student governors.
- The Committee may, however, discuss options for the recruitment of both Staff and Student Governors in line with the requirements of the Instrument and Articles of Government.
- The Committee shall, from time to time, consider and make recommendations to the Independent Boards on composition and balance, and on the procedures for appointment to the Corporation.
- The Committee will consider the skills needs of the Independent Boards, establish the range of skills and experience of existing Members and identify gaps, referencing the Governance Skills Matrix.
- The Committee will ensure observance of the AOC Code of Good Governance for English Colleges and the DfE Governance Handbook and provide to new and existing Governors and Trustees.
- The Committee shall, where appropriate, develop the Corporation policies and procedures for the induction, performance appraisal and development of Corporation Members.
- The Committee shall have the power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities.
- The Committee shall, from time to time, advise the Independent Boards on the balance and composition of its Committees including the value of Co-opted Members onto those Committees.
- The Committee shall advise the Independent Boards on the appointment of co-opted members to Committees.
- The Committee will monitor, consider and advise the Independent Boards as appropriate on aspects of standards in public life and other ethical and good practice relevant to the governance of the College.
- The Committee will regularly initiate searches for potential candidates through consultation with interested bodies including local community/employer representatives and local authorities.
- The Committee will periodically scan the horizon for Good Governance practice and application, through membership organisations e.g. NGA, CST, AOC and the DfE, to support and recommend changes to governance models and/or practice.

General

- The Independent Boards shall not appoint any member to the Board (other than the Principal, Staff and Student Members) unless it has first considered the advice of the Search Committee.
- Appointments shall be made in accordance with the Instruments and Articles of Government.
- The Committee will be held accountable by the presentation of meeting Minutes by the Committee Chair to the Independent Boards.
- In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
- The Committee Papers will be prepared and presented by the Group Executive Director Governance (Clerk to the Boards)
- Next review – July 2024

TERMS OF REFERENCE LSEC CURRICULUM & STANDARDS COMMITTEE

Constitution

1. The Committee shall comprise of a minimum of five members.
2. The Chair of the Committee will be selected by the London South East Colleges Corporation.
3. The Committee shall meet at least once in each academic term. Ad hoc meetings may be called as necessary in agreement with the Chair of the Committee.
4. The Group Principal & CEO will be a member.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
6. Quorum will be a minimum of 3 members in attendance.
7. Executive officers attending will include Executive Principal and College Principals..
8. In-line with agreed policy, decisions can be taken by email involving all Committee members.

Terms of Reference

The Curriculum and Standards Committee is responsible for advising the Corporation on the overall academic performance of the College and will discharge the following functions and responsibilities:

1. To consider and recommend to the LSEC Corporation Annual Self-Assessment Report and processes in preparation for inspections.
2. To monitor at each meeting the Quality Improvement Plans, relevant to LSEC.
3. To establish targets in order to monitor and contribute to the Group's policy to improve and maximise the quality of service offered to all students, stakeholders and employers.
4. To review and recommend Accountability Agreement and delivery aims against Local Skills Improvement Plans.
5. To receive reports from external educational advisors on the quality of teaching learning and assessment and the adequacy of the curriculum offer and outcomes.
6. To receive reports on equality of opportunity and the monitoring of equality objectives and targets.
7. To receive the annual and midyear reports on Safeguarding and Prevent for the College for review and recommending to the LSEC Board.
8. To receive reports on the quality management systems and quality assurance arrangements including reports on student attendance, retention and achievement, lesson observations, staff and student views, complaints/compliments and other quality assurance issues deemed appropriate for the LSEC Board to review.
9. To receive reports on the Learner/Parent Voice across LSEC.
10. To receive reports on student progression outcomes, re-engagement and/or destinations as appropriate to the institutions.
11. To oversee the development of Higher Education provision and to monitor the quality of all HE provision.
12. To receive and comment on Student Support and Welfare issues across LSEC

13. To oversee the development of English and maths provision at LSEC and its quality and achievement rates
14. To monitor the growth and quality of apprenticeship provision including Higher and Degree Apprenticeships.

Reporting Procedures

1. The Clerk to the Group and Independent Boards comprising the London & South East Education Group shall act as Clerk to the Committee.
2. The Clerk shall circulate the minutes of the meeting of the Committee to all Committee members.
3. At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
4. Minutes or a summary of the meeting to be made available to all the Governors of the LSEC Corporation.

General

1. Committee will be held accountable through the Committee Chair presenting a verbal report at the next scheduled meeting of the Independent Boards and the recording of any decisions.
2. The Minutes of Committee meetings will be treated as confidential and will not be made available for public access in accordance with the Instrument and Articles of Government.
3. In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
4. The Committee papers will be prepared and presented by Executive Principal with support from the Group Chief Governance Officer and Clerk where appropriate.
5. Next review – July 2024

LSEAT Education, Performance & Standards Committee (EPS) Terms of Reference

1. Purpose

The purpose of the Committee is:

- To take a strategic overview of curriculum, quality and standards in the Trust.
- To ensure that the Trust addresses the raising of standards in teaching and learning and student achievement across all provision types.

1.2 Major issues will be referred to the Trust Board for ratification.

2. Membership

2.1 The Committee shall comprise of up to eight members and not less than 4 members. Members will comprise Trustees (including those that are Chairs of Provision Boards), CEO, Deputy CEO Academies and Director School Improvement. .

2.2 The membership of the Committee shall be agreed on an annually by the Trust Board

2.3 The quorum shall be three members.

3. Appointment of Chair

3.1 The Chair of the Committee shall be recommended by the London South East Trust in accordance with the scheme of delegation agreed on an annual basis or as required.

3.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

4. Appointment of Clerk

4.1 The Clerk to the Trust Board shall be the Clerk to the Committee.

4.2 In the absence of the Clerk, members will appoint a replacement for the meeting.

5. Meetings

5.1 Preparation

The Clerk to the Committee shall circulate to members the agenda and papers at least a week before each meeting.

5.2 Attendance

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- (ii) Only members of the Committee may vote at the meeting. Where necessary, the Chair may have a second or casting vote.

5.3 Frequency of Meetings

Each committee shall meet once a term and report to the LSEAT Trust Board and London & South East Education Group Board (Group Board).

6. Authority and Delegation

- 6.1 The Committee is authorised by the Trust Board to investigate any activity within its terms of reference.
- 6.2 It is authorised to seek any information it requires from any Trustee/Governor, Committee of the Trust or employee of the Trust.
- 6.3 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.
- 6.4 In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Committee, the Chair of the Trust Board, in consultation with the Chief Executive Officer (CEO) and Chair of the Committee, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Trust Board

7. Responsibilities and Duties

- 7.1 To ensure that statutory requirements relating to key policies on academy aims, special needs, sex and relationship education, charging, religious education, collective worship, attendance and behaviour are implemented.
- 7.2 To assist the Chief Executive Officer (CEO) and Deputy CEO, as appropriate, in the formulation and approval of statutory policies prescribed by the Trust.
- 7.3 To review any externally commissioned reports from School Improvement Practitioners and Educational Advisers.
- 7.4 To monitor the Trust's performance regarding pupil achievement and progress.
- 7.5 To review the Schools, Provision and Trust's Self Evaluation Form.
- 7.6 To review the Schools, Provision and Trust's Development Plans.
- 7.7 To review the curriculum on offer across the Trust.
- 7.8 To agree actions and monitor progress towards improving standards of teaching and learning against the Ofsted EIF criteria.
- 7.9 To approve a Special Educational Needs and Disability (SEND) Policy and monitor its implementation via an annual report.
- 7.10 To review schools internal safeguarding procedures and receive reports on their overall effectiveness in promoting and managing safeguarding within their Academy.

8. Working with local governance (Provision Boards and Academy Councils)

- 8.1 To oversee the performance of Provision Boards and Academy Councils across the Trust, specifically relating to performance and standards, and their ability to provide adequate support and challenge to their respective Academies.
- 8.2 To seek to identify areas where greater collaboration between the Academies can improve standards and outcomes across provision types.
- 8.3 With the assistance of the CEO, DCEO and Director School Improvement to carry out periodic reviews of the standards of teaching and learning in each of the Academies, reporting on best practice as well as areas of weakness and then facilitating the sharing of best practice and the development of a training programme which draws on the strengths of the Academies and secures additional resources to meet identified needs.

- 8.4 To assess the performance of the Academies as a group and individually throughout the year, with continued development of the KPI dashboard which can be used to drive further improvements and advise the Trust Board on its effectiveness.
- 8.5 To encourage the celebration of success and good news stories across the Trust in line with the Vision Statement.
- 8.6 To encourage and review the parent voice through the Academy Councils and Provision Boards.

9. Reporting Procedures

- 9.1 The Clerk to the Committee shall make available minutes of the Committee or a summary thereof to all Trustees.
- 9.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust Board and the Group Board.

General

- Committee will be held accountable through the Committee Chair presenting a verbal report at the next scheduled meeting of the Independent Boards and the recording of any decisions.
- The Minutes of Committee meetings will be treated as confidential and will not be made available for public access in accordance with the Instrument and Articles of Government.
- In order to ensure good practice, the terms of reference will be reviewed annually by the Committee.
- The Committee papers will be prepared and presented by DCEO Academies with support from the Group Chief Governance Officer and Clerk where appropriate.
- Next review – July 2024

Terms of Reference: LSEAT Provision Boards and Academy Councils

Summary Statement on Local Governance Arrangements

Whilst the Trustees have overall responsibility and ultimate decision-making authority for all the work of the Trust, and the standards achieved by the pupils and students of the Academies, Provision Boards have been set up as Committees of the Trust, to ensure the vision and duties of the Trust are fulfilled and translated locally within each Academy.

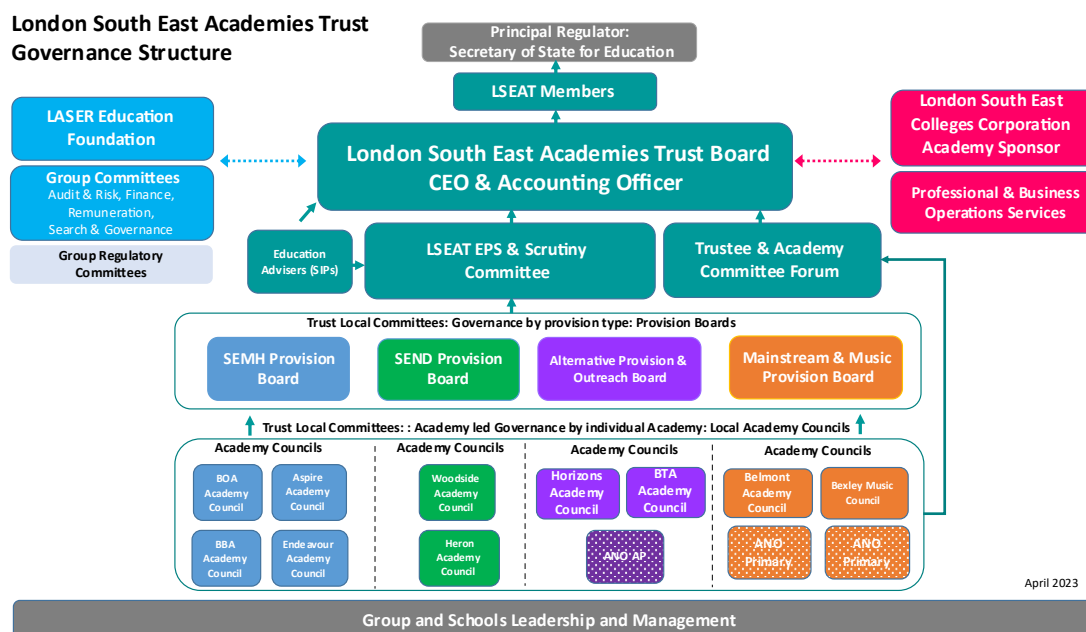
Each Academy is accountable to and must serve its community. All children deserve and should expect to receive a high standard of education.

Academy Councils are focused on the day-to-day life of the Academies for which it has responsibility and is there to ensure the staff working in the Academies are supported and challenged, when necessary, and the needs of the pupils are met with a particular focus on the context of each academy.

Provision Boards are focused on a group of Academies of similar designation, Specialist, Alternative and Mainstream and responsible for ensuring that Head Teachers are held to account in terms of the quality of education, school improvement, outcomes and safeguarding.

As a Trust with a focus on, Specialist, Alternative and Mainstream provision, the Provision Boards have been formed to represent these provision types of education settings. The Music Service as a standalone delivery unit within the Trust, is required by the funding agreement with Arts Council England to have local governance. The Music Service governance is incorporated into the Mainstream provision board.

The Trust Governance Structure is outlined below.



1. Terms of Reference

- 1.1 These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust's Articles of Association.
- 1.2 In the event that amendments are made, the Chairs of the Provision Boards (who are also Trustees) are expected to communicate such changes to Local Community Governors who are members of the Provision Boards.

2. London South East Academies Trust

- 2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- 2.2 The Trustees are Charity Trustees (within the terms of section 97(1) of the Charities Act 1993) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of Association of the Trust.
- 2.3 The LSEAT Boards and Academy Councils are Committees of the Trust.
- 2.4 A role description for Provision Board Chair has been developed to outline the key accountabilities and responsibilities of this role, in addition to being a Trustee.
- 2.5 A role description for Local Community Governors has been developed to outline the key accountabilities and responsibilities.
- 2.6 Local Community Governors will serve on Academy Councils and may also be invited to serve on a Provision Board, subject to skills, experience and conduct.

3. Accountabilities and Responsibilities of Trustees

- 3.1 The role of the Trustees mainly involves strategic oversight across the Trust, its educational character, vision and values, governance, regulatory matters, academic performance and standards, efficient use of resources and demonstrating value for money.
- 3.2 The Trustees are accountable and responsible for:
- Compliance with all statutory regulations and Acts of Parliament governing the operation of the Trust, including health and safety, safeguarding, equality and diversity and data protection.
 - Compliance with the provisions of the Funding Agreements.
 - Compliance with the Academies Handbook and DfE Governance Code.
 - Setting the risk management strategy, reviewing the strategic risk profile, considering strategic risks in the context of future
 - Trust planning and decision making and reviewing the effectiveness of the risk management arrangements.

- 3.3 The Trustees delegate responsibility to the Chief Executive Officer for:
- Appointment of the Academic Leader/Headteacher with support from Trustees who are Provision Board Chairs, as required.
 - The determination of the extent of the services provided to the Academies by the Trust and how the costs should be allocated.
 - Determination of the educational targets of the Academies in consultation with the Provision Board Chairs and Deputy CEO Academies.
 - Determining any additional financial and reporting targets for the Academies.
 - Determination of any statutory policies and procedures for the Academies and other policies and procedures as the Trustees deem necessary to fulfil their responsibilities.
 - Identifying resources to implement the risk management strategy effectively and efficiently.
 - Reporting regularly to the Trust Board on the performance of the Academies and ensure the appraisal of the Academic Leaders/Headteachers are supported by the relevant Provision Board Chair and Deputy CEO Academies.

4 Academy Councils & Provision Boards

The Diagram above outlines the governance structure for the Trust and the in particular details the levels of local governance from individual Academies through to the Trust Board.

Trust local governance is arranged through **Academy Councils** (one for each Academy) and **Provision Boards** that bring together local governance under types of provision.

From April 2023 the Board approved the reformation of the Primary Provision Board to the Mainstream and Music Board and to split the Specialist Board into two, representing SEND and SEMH. **Appendices 1 and 2** to these Terms of Reference outline the contextualised responsibilities and oversight of the SEND, SEMH and AP Provision Boards.

- 4.1 Provision Boards** will usually be chaired by a Trustee who will provide Trust oversight and scrutiny reporting up to the EPS Committee and then to the Trust Board.

The role of the Provision Board is to carry the Trust vision, policies and priorities forward, based on the specific qualities and community characteristics of each Academy.

The Provision Boards are expected to question and challenge Academy Leaders and to hold them to account.

The Provision Boards will

- Consider and compare the reports from Academies delivering like for like provision using a standard template report.
- Consider and review Safeguarding practice and procedure, school improvements, quality of education and provision-based policies.
- Review the Provision Based Risk Register and recommend actions and controls required to reduce risks.
- Retain oversight for Teacher Development and CPD from a provision type perspective and where it supports improvements in teaching and learning.
- Consider and highlight areas of concern and/or celebration.

- Scrutinise Parent feedback included within the Head Teacher Reports.

Local Community Governors who serve on the Provision Boards will be expected to

- Act in the best interests of the Trust and the Academies at all times.
- Keep confidential all information provided or reviewed by them relating to the Academies and the Trust.
- On appointment, be required to signify and agree to comply with the Trust's.
 - Articles of Association
 - Funding Agreements
 - Terms of Reference
 - Scheme of Delegation.
- Be required to carry out annual training to ensure their skills and knowledge are up to date in particular in relation to Safeguarding and regulatory training for example, Health & Safety, Equality & Diversity and Data Protection, but also participate in training relating to school improvement and Ofsted.
- Be required to take part in regular self-review and be accountable for meeting training and development needs.

The Trust Board reserves the right to withdraw delegated powers from the Provision Boards and disband them at any time.

Provision Board Membership

Membership of the Provision Boards shall be determined in accordance with the following.

Membership shall be not less than 5 and not more than 12.

Provision Boards are comprised as follows:

- PB Chair (Trustee)
- PB Vice Chair (if applicable) (Trustee or Local Community Governor).
- Up to 7 Local Community Governors (**whose appointment shall be subject to approval by the Trust Board**) and will be selected from Academy Councils ensuring each school has representation.
- Up to 2 Parent/Staff Governors (as appropriate and if required)

Executive Attending

- Deputy CEO
- Director School Improvement
- Head Teacher(s) /Head(s) of School
- Group Head Safeguarding

4.2 Academy Councils will be chaired by Head Teachers/Heads of School, who will present a Head Teacher/Head of School Report for scrutiny, review and comment, using a standard reporting template covering the following areas.

- Attendance
- Behaviour
- Safeguarding
- Attainment and Progress
- Quality of Education
- Leadership & Management
- Risk Management
- School Development Plans

- School Policies
- Parent Feedback

Academy Councils are comprised as follows.

Academy Council Members

- Head Teacher/Head of School (Chair)
- Deputy or Assistant Head Teacher/Head of School or DSL
- Up to 4 Local Community Governors (who may also serve on a Provision Board)
- Up to 2 Parent Community Governors (who may, if required, also serve on a Provision Board)
- Up to 2 Staff Governors (who may, if required, also serve on a Provision Board)

5 Resignation & Removal Local Community Governors

- 5.1 Local Community Governors may at any time resign by giving notice in writing to the Clerk to the Trust Board
- 5.2 The Trustees may terminate the appointment of any Local Community Governor, Parent Governor or Staff Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the Academies.
- 5.3 Any Staff Member shall automatically cease to hold office on leaving the employment of the Trust.

6. Meetings of the Provision Boards

6. The Provision Boards shall meet once in every term, with an additional meeting in the September to review previous year outcomes and School Development Plans (SDP) and School Evaluation Forms (SEF).
- 6.2 All meetings shall be convened by the Clerk to the Trust Board, who shall send to the Provision Board Members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 6.3 Meetings of the Provision Boards will usually take place prior to Trust Board meetings and two to three weeks after Academy Council Meetings.

7. Quorum for Provision Boards and Academy Councils

- 7.1 Meetings of the Provision Board and/or Academy Councils shall be quorate if three or one-third of members are present (whichever is greater), which must include the Chair and at least two Local Community Governors for Provision Boards and at least one Local Community Governor and One Parent or Staff Governor for Academy Councils.
- 7.2 If the number of Local Community Governors assembled for a meeting of a Provision Board or Academy Council does not constitute a quorum, the meeting shall not be held. If in the course of a meeting the number of Local Community Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

- 7.3 If a quorum cannot be formed and a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if appropriate, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

8. Clerking Arrangements

- 8.1 The Clerk to the Trust Board is the Clerk to the Provision Boards.
- 8.2 Academy Councils will be clerked by a suitable Local Academy employee to be determined at the beginning of every academic year, who will be required to follow a standard format of minutes as determined by the Clerk to the Trust Board.
- 8.3 Minutes of Academy Councils should be available to the Clerk to the Trust Board within one week from the dates of the meeting.

9. Proceedings of Academy Councils and Provision Boards (LPB)

- 9.1 Any Local Community Governor who is also an employee of the Trust shall withdraw from that part of any meeting at which staff remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are considered.
- 9.2 Local Community Governors shall be able to participate in meetings of the Provision Board or Academy Council remotely, via zoom or Teams provided reasonable notice has been provided and that PBMs have access to the appropriate equipment.
- 9.3 Local Community Governors shall endeavour to attend all Academy Councils in person at the Academy they are serving. Attendance at Provision Board may be in person or online via zoom.
- 9.4 Provision Boards and Academy Councils may be recorded.

10 Minutes and Publication

- 10.1 Minutes of Provision Boards and Academy Councils will be taken as the first agenda item, after any apologies and if agreed to be accurate, shall be signed as a true record.
- 10.2 The Clerk to Trust Board shall ensure that a copy of the agenda for every meeting of the Provision Boards and Academy Councils, together with signed minutes and supporting documentation is retained and filed as appropriate.

11 Delegation

- 11.1 Subject to these terms of reference the LSEAT Provision Board are not permitted to set up sub committees without prior consent and approval by the Trust Board.
- 11.2 Subject to these terms of reference, the constitution, membership, clerking, and proceedings of any Trust Committee shall be determined by the Trust Board.

- 11.3 Except where it is otherwise constrained within its terms of reference, a Provision Board Chair may approve the attendance of persons who are not Local Community Governors for specific items.
- 11.4 Subject to these terms of reference the Provision Board Chair shall have delegated powers to act on behalf of the Provision Board in between meetings where urgent action may be required. The Provision Board Chair should report the requirement for such action to the CEO and Trust Board in the first instance.

12 Conflicts of Interest

- 12.1 The income and property of the Trust must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Provision Boards.
- 12.2 All Local Community Governors shall complete a declaration of interests and suitability form on joining Academy Councils and at the start of each academic year.
All Local Community Governors will complete an application form which will outline their skills and experience and commit to completing a skills audit.
- 12.3 Any Local Community Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Local Community Governor shall disclose that fact to the Clerk as soon as they become aware and must declare such interest at the start of any meeting where that conflict relates to an agenda item. A Local Community Governor must absent themselves from any discussions in which it is possible that a conflict will arise.

13. Amendment of Terms of Reference

- 13.1 This document shall be subject to review at least once every twelve months.
- 13.2 This document can only be modified or replaced by the Trust Board.

14 Effective Date

- 14.1 These Terms of Reference shall come into effect from 1 May 2023 and should be read in conjunction with the Trust Scheme of Delegation, Role Descriptions for Local Community Governors and Provision Board Chairs.

OPERATING PROCEDURES

Group Audit & Risk Committee Operating Procedures

Audit & Risk Committee Operating Procedures

Agenda and Membership 2023/24 for

London South East Colleges (LSEC)
London South East Academies Trust (LSEAT)

Meeting Day: Wednesday : **Running Time:** 1730-1930
Venue: Zoom

Meeting Term 1 22 November 2023
Meeting Term 2 6 March 2024
Meeting Term 3 19 June 2023

Members/Attendees

Chair:	Marek Michalski	Trustee and LSEEG Governor
Members:	David Bailey Sarah Lewis Vacancy Vacancy	LSEAT Trustee & LSEC Governor LSEC Governor LSEC Governor LSEC Trustee
Clerk:	Jennifer Pharo	Group Executive Director Governance
Executive:	Dr Sam Parrett, CBE John Hunt Asfa Sohail Neil Miller	Group Principal & CEO Group CFO & Deputy CEO LSEAT Executive Principal LSEAT Deputy CEO Academies
Auditors:		
External	Catherine Briscoe	Buzzacott
External	Debbie Tilson	Buzzacott
Internal	Paul Goddard	Scrutton Bland
Internal	Carl Bullen	Scrutton Bland

AGENDA

- 1. Apologies and declarations of Interests**
- 2. Minutes of previous meeting**
- 3. Action Log**
- 4. Matters Arising**
Timely or ad hoc operational or strategic items
- 5. Internal Audit**
 - 5.1 Internal Audit Reports
 - 5.2 Audit Actions Tracker
 - 5.3 Internal Audit Progress Update
 - 5.4 Risk Management
- 6. External Audit/Regulatory**
Items to be added as required
- 7. Policies**
Items to be added as required
- 8. Governance Framework**
 - 8.1 Operating Procedures (e.g. ToRs, Self-Evaluation)
 - 8.2 Board Assurance
- 9. Whistleblowing & Disclosures**
 - 9.1 Whistleblowing
 - 9.2 Grievance
 - 9.3 Fraud/Hospitality
 - 9.4 Staff Severance
- 10. AOB**
- 11. Date of Next Meeting**

Business Cycle Items for Audit Committee

Term 1 Autumn	Term 2 Spring	Term 3 Summer
Internal Audit Reports	Internal Audit Reports	Internal Audit Reports
Annual Internal Audit Report	Risk Management	Internal Audit Plan for the forthcoming year
Audit Actions Tracker	Audit Actions Tracker	Audit Actions Tracker
Risk Management	Fraud/Gifts & Hospitality Register	Risk Management
Regularity Self-Assessment Questionnaire	Review of Auditor's Performance	Fraud/Gifts & Hospitality Register
Financial Statements	Policies and Procedures	Review of Auditor's Performance
Financial Audit Management Letter	Value for Money Update	External Audit Strategy
Letters of Representation	Self-Evaluation	Board Assurance Framework Update
Audit Committee Annual Reports to Independent Boards	Board Assurance Framework Update	Deep Dive
Fraud/Gifts & Hospitality Register	Deep Dive	
Review of Auditor's Performance		
Governance Codes (AOC and CST) Updates		
College Handbook		
Academies Handbook		
Terms of Reference		

Group Finance Committee

Agenda and Membership 2023/24 for

London South East Colleges (LSEC)
London South East Academies Trust (LSEAT)

Meeting Day: Wednesday : **Running Time:** 1730-1930
Venue: Zoom

Meeting Term 1 08-Nov-23
Meeting Term 2 13-Mar-24
Meeting Term 3 26-Jun-24

Members/Attendees

Chair: Angela Hands LSEC Governor

Members: David Eastgate LSEC Governor
Tony Gilbey LSEC Governor
Sarah Servantes LSEAT Trustee
Charles Yates LSEAT Trustee
Danny Kwalombota LSEAT Trustees
Joanne Bell LSEC Governor (from 8 December 2021)
Dr Sam Parrett, CBE LSEC Governor & LSEAT Trustee

Clerk: **Jennifer Pharo** **Group Chief Governance Officer**

Officers: John Hunt Group CFO & Deputy Group CEO
Asfa Sohail LSEC Deputy CEO & Executive Principal
Neil Miller LSEAT Deputy CEO Academies

AGENDA

Not all Items will be covered at every Committee Meeting

5. **Apologies and declarations of Interests**
6. **Minutes of previous meeting**
7. **Action Log**
8. **Matters Arising**
Timely or adhoc operational or strategic items
5. **Financial Performance**
 - 5.1 Monthly Management Accounts
 - 5.2 Recruitment
 - 5.3 Resourcing and Financial Planning
 - 5.4 KPIs
6. **Property & Capital Reports (Sub-Committee to be set up for 2023/24)**
 - 6.1 Estates Strategy Update
 - 6.2. Capital Updates
 - 6.3 Estates Update
7. **Policies**
 - 7.1 Treasury Management
 - 7.2 Tuition Fees
 - 7.3 Other
8. **AOB**
9. **Date of Next Meeting**

Business Cycle Items for Finance Committee 23/24

Term 1 Autumn	Term 2 Spring	Term 3 Summer
Committee Terms of Reference	Financial Performance Report	Financial Performance Report
Financial Performance Report	Management Accounts	Management Accounts
Management Accounts	Enrolment Report	Applications Report
Enrolment Report	Tuition Fee Policy	Budget for forthcoming Year
Property/Estates Report	Property/Estates Report	3 Year Financial Plan
Treasury Management Policy	ESFA Finance Record	Property/Estates Report
Capital Sub Committee Update	Capital Sub Committee Update	Annual Review of Financial Regulations
Colleges Handbook		Capital Sub Committee Update
Academies Handbook		

Group Search & Governance Committee

Agenda and Membership 2023/24 for

London South East Colleges (LSEC)

London South East Academies Trust (LSEAT)

Meeting Day: Wednesday : **Running Time:** 1 hour
Venue: Zoom

Meeting Term 1	18-Oct-23	1600-1700
Meeting Term 2	24-Jan-24	1600-1700
Meeting Term 3	08-May-24	1600-1700

Additional meetings as business needs determine.

Members

Chair:

Stephen Howlett, CBE DL

LASER Chair

Members:

Rama Venchard

LSEAT Chair

David Eastgate

Vice Chair LSEC

Dr Sam Parrett, OBE

Group Principal & CEO

Clerk to the Committee:

Jennifer Pharo

Group Chief Governance Officer

All Items to cover LSEC and LSEAT business.

AGENDA

9. **Apologies and declarations of Interests**
10. **Minutes of previous meeting**
11. **Action Log**
12. **Matters Arising**
5. **Search & Governance**
 - 5.1 Vacancies
 - 5.2 Succession Planning
 - 5.2 Board Self-Assessment & Performance
 - 5.3 Training
6. **Policies**
7. **AOB**
8. **Date of Next Meeting**

Business Cycle Items for Remuneration & Search Committee 2023/24

Term 1 Autumn	Term 2 Spring	Term 3 Summer
Committee Terms of Reference Review	Succession Planning Review	Committee Membership Review
Board Self-Assessment & Evaluation	Board Evaluation and Improvement Plans	Review Codes of Conduct
Skills Matrix & Gaps	Training Update	

**London South East Academies Trust (LSEAT)
Education, Performance & Standards Committee**

Agenda and Membership 2023/24

Meeting Day: Tuesday **Running Time:** 1730-1930
Venue: Zoom/Orpington

Meeting Term 1 05-Dec-23
Meeting Term 2 19-Mar-24
Meeting Term 3 18-Jun-24

Members/Attendees

Chair:

Christopher Philpott LSEAT Trustee

Committee Members:

Denise James Mason LSEAT Trustee & Provision Board Chair (SEND and SEMH)
Beverley Eaglesfield LSEAT Trustee & Provision Board Chair (Mainstream)
Prof. Lynne Revell LSEAT Trustee & Provision Board Vice Chair (Alternative)
Vacancy
Dr Sam Parrett, CBE LSEAT Trustee & Group Principal & CEO
Errol Ince LSEAT Co-opted Trustee

Clerk to the Committee

Jennifer Pharo Group Chief Governance Officer

Executive Officers:

Neil Miller Deputy CEO Academies
Ruth Dollner Director School Improvement

STANDARD AGENDA

Not all items to be covered at all Committee Meetings; Chair to determine

- 13. Apologies and declarations of Interests**
- 14. Minutes of previous meeting and Action Log**
- 15. Matters Arising**
Timely or adhoc operational or strategic items
- 16. Risk Register – Trust Curriculum Risks**
- 5. Quality & Performance (LSEAT)**
 - 5.1 KPI Scorecard
 - 5.2 Self-Evaluation – Trust and Provision Summary
 - 5.3 School & Provision Development Plans - Summary
 - 5.4 Observations and Independent Educational Advisor (IEA) Visits
 - 5.5 Training and CPD
- 6. Regulatory Issues**
 - 6.1 Ofsted Readiness
 - 6.2 DfE/ESFA Guidance
 - 6.3 Health & Safety
 - 6.4 Cyber Security
- 7. Education Policies (Trust and Provision)**
 - 7.1 Teaching Learning & Assessment
 - 7.2 Admissions
 - 7.3 Attendance/Participation
 - 7.4 Behaviour
 - 7.5 Exclusion
 - 7.6 Careers & Progression/Destination
- 8. Curriculum Development & Reform**
 - 8.1 Key Stage 1-4
 - 8.2 SEN Provision
 - 8.3 Alternative Provision
 - 8.4 Outreach and Trust Services
- 9. Safeguarding & Equality, Diversity & Inclusion**
 - 9.1 Policies and Procedures
 - 9.2 Annual and mid-year reporting
- 10. Compliments and Complaints**
 - 10.1 Students
 - 10.2 Parents
- 11. AOB**
- 12. Date of Next Meeting**

Business Cycle Items for Education Performance & Standards Committee

Reporting Areas to be included on the Committee Agenda

Term 1 Autumn	Term 2 Spring	Term 3 Summer
KPI Report Summary Previous Year	SDP Progress	SDP Progress
KPI Report Target Setting New Year	Provision Board Updates	Monitoring KPI Report Spring Term
SEF: Review of Performance	Monitoring KPI Report Autumn Term	Pupil/Parent Voice Surveys
SDPs Review and Update	School Improvement Update	School Improvement Update
School Improvement Update	Trustee/Governor Visits	Trustee/Governor Visits
Terms of Reference and Membership	Pupil/Parent Voice Surveys/Engagement	Safeguarding Update
Risk Register	Safeguarding Update	Bexley Music Service Update
Provision Board Updates	EDI Update	Training & CPD Update Report
Safeguarding Update	Bexley Music Services Update	Risk Register
Trustee/Governor Visits	Mid-Year Complaints Report	
	Risk Register	