



## Trust Board Committee *Terms of Reference*

### Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Trust Board**) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

In order to support the effective operation of the Trust and the Academies, the Trust Board has established a number of committees to which it has delegated certain of its powers and functions.

In summary, the Board has established two different types of committee:

1. main Trust Board committees which are established to deal with Trust-wide matters such as audit, finance, pay and performance management (**Trust Board Committees**); and
2. local governing bodies which are established by the Trust Board to support the effective operation of the Academies (**LGBs**).

These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Trust Board has established – with the exception of the LGBs. *Local Governing Body - Terms of Reference* are contained in a separate document.

The Trust Board will review these *Terms of References* together with the membership of the Committees at least once every twelve months.

These *Terms of Reference* may only be amended by the Trust Board. The functions, duties and proceedings of Trust Board Committees set out in these *Terms of Reference* shall also be subject to any regulations made by the Trust Board from time to time.

Date last approved by the Trust Board:  
Date for next review:

27 May 2021  
26 May 2022

## 1 Establishing the Committees

The Trust Board has resolved to establish the following Trust Board Committees:

1. Audit & Risk Committee;
2. Finance & General Purposes Committee; and
3. Pay, Personnel and Performance Management Committee (PPP Committee).

The Trust Board has resolved to establish LGBs for its Academies each as a separate committee of the Trust Board. An LGB may act in respect of two or more Academies. The current list of LGBs and the Academies they operate in respect of is available on the corresponding school websites.

The Trust Board reserves the right to establish other Trust Board Committees in line with Article 100(b) of their *Articles of Association*.

## 2 Membership – Board Committees

- 2.1 Each Trust Board Committee shall have a minimum of three members and maximum of six members. In line with Article 101, the majority of Trust Board Committee members must be Trustees of the Trust (**Trustees**).
- 2.2 The Trust Board will appoint and remove all Committee members.
- 2.3 The Trust Board will ensure that Trust Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Trust Board Committee functions.
- 2.4 The current Trust Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these *Terms of Reference* is set out in Appendix 1.
- 2.5 The Trustees recognise the overriding principles of the *Academies Financial Handbook* published by the ESFA (the **AFH**) and that the Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Risk Committee the Board will adhere to the principles of the AFH and:
  - 2.5.1 staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
  - 2.5.2 the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

## 3 Chairs of Committees

- 3.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Trust Board Committee.
- 3.2 Subject to paragraph 3.3, each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.
- 3.3 No person may act as Chair of a Board Committee under paragraph 3.1 unless they are also a Trustee.
- 3.4 No person may act as Chair under paragraph 3.1 **Error! Reference source not found.** if they are an employee of the Trust.

## 4 Authority, remit and responsibilities of the Committees

- 4.1 Each Trust Board Committee shall be responsible for the matters as set out in Appendix 2.
- 4.2 Each Trust Board Committee is authorised by the Trust Board to:
  - 4.2.1 carry on any activity authorised by these *Terms of Reference*; and
  - 4.2.2 seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.
- 4.3 Save with the consent of the Board, the Committees may not establish sub-committees.

## **5 Proceedings of Committee meetings**

- 5.1 The Trust Board Committees and LGBs will meet as often as is necessary to fulfil their responsibilities but at least three times a year.
- 5.2 The quorum for the transaction of the business of a Trust Board Committee shall be a majority of the Committee members. In line with Article 101, no vote on any matter shall be taken at a meeting of a Trust Board Committee unless the majority of members of the committee present are Trustees.
- 5.3 Each Committee member present in person shall be entitled to one vote.
- 5.4 Where there is an equal division of votes the Chair shall have a casting vote.
- 5.5 The Chief Executive Officer shall ensure that a Clerk is provided to take minutes at meetings of the Trust Board Committees.
- 5.6 The relevant Head Teacher shall ensure that a clerk is provided to take minutes at meetings of the LGBs.
- 5.7 A register of attendance shall be kept for each Committee meeting and published annually.
- 5.8 Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
- 5.9 References in paragraph 5 to the "Chair" shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

## **6 Conduct of Committee members**

- 6.1 All Committee members shall observe at all times the provisions of the Trust's *Governor Standards of Conduct, Behaviour and Practice*.

## **7 Members' Interests**

- 7.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- 7.2 Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
  - 7.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;
  - 7.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
  - 7.2.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

## **8 Disqualification & Removal of Committee Members**

- 8.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
  - 8.1.1 is or becomes disqualified from holding office under the Trust's *Articles of Association*;
  - 8.1.2 is or becomes disqualified from holding office as a governor of a school or academy;
  - 8.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
  - 8.1.4 is barred from any regulated activity relating to children;
  - 8.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
  - 8.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or

- any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- 8.1.7 has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
  - 8.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
  - 8.1.9 commits a serious breach of the Trust's *Governor Standards of Conduct, Behaviour and Practice* or any standing order or protocol implemented by the Board; or
  - 8.1.10 resigns his/her office by notice in writing to the relevant Chair.
- 8.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGB Member by written notice to the relevant Chair.

## 9 Reporting Procedures

- 9.1 Within 14 days of each meeting each Committee will:
- 9.1.1 produce and agree minutes of its meetings;
  - 9.1.2 provide a summary document identifying:
    - i. decisions made;
    - ii. recommendations to the Trust Board;
    - iii. any items for the information of the Trust Board; and
    - iv. items for further discussion by the Board,together the **Committee Reports**.
- 9.2 The Committee Reports can be agreed by committee members by email.
- 9.3 The Committee Reports will be sent to the Board within 21 days of each Committee meeting.
- 9.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.
- 9.5 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these *Terms of Reference* and shall report the outcome and make recommendations to the Trust Board.

## Appendix 1

### The Register of Committee Members

| AY2020/21                            |                        |                   |
|--------------------------------------|------------------------|-------------------|
| Finance & General Purposes Committee | Audit & Risk Committee | PPP Committee     |
| David Coles (Chair)                  | David Coles            | David Coles       |
| Mohammed Sharif                      | Mohammed Sharif        | Mohammed Sharif   |
| Katy Morgan                          | Katy Morgan (Chair)    | Katy Morgan       |
| Martin Morris                        | Martin Morris          |                   |
| Dr Tracy Whatmore                    |                        | Dr Tracy Whatmore |
| Ian Rumble                           | Ian Rumble             |                   |

## Appendix 2

### Powers & Functions Delegated

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|---|
| <b>Remit and Responsibilities of the Audit &amp; Risk Committee</b> |
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The powers and functions delegated by the Trust Board to the Audit & Risk Committee are as set out below.

#### ***External Audit***

- 1 To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- 2 To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- 3 To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.
- 4 To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- 5 To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- 6 To review the performance of the external auditor on an annual basis.
- 7 To recommend to the Board the appointment/re-appointment of the external auditor.
- 8 To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

#### ***Internal Audit***

- 9 To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
- 10 To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- 11 To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

#### ***Financial Management & Policies***

- 12 To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Board, paying particular attention to:
  - critical accounting policies and practices, and any changes in them
  - decisions requiring a major element of judgement
  - the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
  - the clarity and transparency of disclosures
  - significant adjustments resulting from the audit
  - the going concern assumption
  - compliance with accounting standards
  - compliance with DfE and legal requirements.

- 13 To review the Trust's policy and procedures for handling allegations from whistleblowers.
- 14 To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
- 15 To receive reports on the outcome of investigations of suspected or alleged impropriety.
- 16 To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- 17 To ensure that any significant losses are investigated and reported to the DfE/ESFA where required.
- 18 To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
- 19 To review the adequacy and robustness of risk registers.
- 20 To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (eg from the National Audit Office).
- 21 To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.
- 22 To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

### **General**

- 23 To review or investigate any other matters referred to the Audit & Risk Committee by the Trust Board.
- 24 To draw any significant recommendations and matters of concern to the attention of the Trust Board.

## Remit and Responsibilities of the Finance & General Purposes Committee

The powers and functions delegated by the Board to the Finance & Operations Committee are as set out below.

### ***Funding***

- 1 To consider each of the Academies indicative funding, notified annually by the DfE/ESFA and to assess its implications for the relevant Academy. This will be in consultation with the Finance Director together with the Headteacher/Head of School and the Business Manager of the relevant Academy, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trust Board.
- 2 To consider and recommend acceptance or non-acceptance of the Academies budgets each financial year.

### ***Budgeting***

- 3 To contribute to the formulation of the Academies strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant the Headteacher/Head of School and the Business Manager and with the stated and agreed aims and objectives of the relevant Academy.
- 4 To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Academies' strategic plans.
- 5 To liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters being considered by them.
- 6 To consider the spending plans of other committees and report back and advise the Trust Board.
- 7 To delegate the day to day management of the approved budget to relevant the Headteacher/Head of School, within agreed authorisation limits.
- 8 To consider requests for supplementary expenditure and make appropriate recommendations to the Trust Board.
- 9 To consider and act upon matters not covered by other sub-committees.
- 10 To review financial policy including consideration of long term planning and resourcing in accordance with each of the Academies' development plans.

### ***Expenditure***

- 11 To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Academies, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Trust Board.

### ***Financial Procedures***

- 12 To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- 13 To prepare the financial statement to form part of the annual report of the Trust Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH)



### ***Health & Safety***

- 14 To receive each term the relevant Headteacher/Head of School's Health and Safety report and advise as necessary.
- 15 To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

### ***Asset Management***

- 16 To receive reports from the relevant Headteacher/Head of School on the management of assets including premises and their security.
- 17 To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy.

### ***Property Management***

- 18 To determine the use of the Academies premises and grounds outside Academies sessions with regard to the lettings and charging policy.
- 19 To ensure that the Academies premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.
- 20 To ensure the responsibilities of the Trust Board under the Environmental Protection Act are met.
- 21 To advise the Trust Board on environmental issues to ensure the Academies are acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

### ***General***

- 22 Reviewing or investigating any other matters referred to the Finance & General Purposes Committee by the Trust Board.
- 23 Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

## Remit and Responsibilities of the PPP Committee

The powers and functions delegated by the Board to the Pay, Personnel and Performance Management Committee are as set out below.

### **Pay**

- 1 To prepare and submit recommendations for the adoption by the Trust Board of:
  - an appraisal/performance management policy; and
  - a pay policy for the Academies.
- 2 To operate in accordance with the statutory appraisal regulations and the relevant Academy's adopted policy as follows:
  - to select an external adviser to advise the Committee undertaking the appraisal of the CEO;
  - to take advice from the external adviser when agreeing objectives and reviewing the CEO's performance
  - to agree performance objectives with the CEO;
  - to conduct the CEO's appraisal;
  - to determine whether the outcome of the CEO's appraisal meets the criteria for pay progression as covered under the adopted pay policy;
  - to support the CEO with the annual report to the Trust Board on appraisal arrangements and outcomes;
  - a panel selected from the Committee to hear any appeal by a teacher against entries made within their appraisal statement.
- 3 To moderate pay decisions across the Academies.
- 4 A panel selected from the Committee to hear any appeal by a teacher employed at any Academy against the outcome of their threshold assessment application.
- 5 To determine annually, in accordance with the School Teachers' Pay and Conditions Document] [*Delete if you have decided not to follow the STPCD*] the Appraisal and Pay Policies adopted by the Academy and the Academy's salaries budget, the salaries of teaching staff.
- 6 To determine annually, in accordance with the adopted Pay Policy and any appropriate regulations and agreements and within the Academies salaries budget, the salaries and gradings of support staff.
- 7 To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

### **Grievances**

- 8 To consider staff grievances where there is a referral under the grievance procedure adopted by the Trust Board. A panel comprised of members of the Committee will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the adopted procedure.
- 9 To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Trust Board. The Committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the adopted policy.

### **Staff Discipline/Dismissals**

- 10 Under the disciplinary or capability procedures for the CEO adopted by the Trust Board, to consider formal action against the CEO and for a panel comprised of members of the Committee to make a determination as provided for under either procedure. The Committee will be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.
- 11 Under the disciplinary or other relevant procedures (e.g. relating to capability, staff reductions or incapability due to ill-health) adopted by the Trust Board, to make any determination that any member of staff employed at an Academy should be dismissed from their post.

- 12 Before taking a decision on dismissal, to give the member of staff concerned an opportunity to make representations on the proposed action and to consider those representations at a formal meeting conducted in accordance with the relevant adopted procedure.
- 13 Where it is determined that a member of staff should be dismissed, to ensure that the member of staff is notified of the decision, the reason for it and that the member of staff has a right of appeal against the decision.

### ***Staff Appeals***

- 14 Under the disciplinary procedure or capability procedure adopted by the Trust Board, to consider any appeal against a sanction short of dismissal issued by the Headteacher/Head of School or CEO or by the staff discipline/dismissal Committee to a member of staff employed at the Academy.
- 15 Under the disciplinary or other relevant procedures (e.g. relating to capability, redundancy or incapability due to ill health) adopted by the Trust Board, to consider any appeal against a decision of the staff discipline/dismissal Committee to dismiss from their post a member of staff employed at the Academy.
- 16 To consider appeals under other procedures as may from time to time be delegated by the Trust Board, including appeals under the Academy's adopted Pay Policy.

### ***Personnel***

- 17 To receive reports and make recommendations to the Trust Board on all aspects of matters relating to staff at the Academies.
- 18 To advise on the strategic planning of human resources.
- 19 To monitor the communication and consultation of policies and processes to staff and review feedback.
- 20 To advise on the means of achieving active participation by staff in policy development.
- 21 To advise and recommend revisions to those policies which affect staff, including but not limited to those which relate to recruitment, retention, record-keeping, induction, training, allegations against staff, equalities, discipline and grievance, professional conduct, professional development, charging and remissions, training, performance management, management of stress, trade unions, whistle-blowing and pay.
- 22 To ensure the legal requirements for NQT/ECT induction are complied with.
- 23 To hear, consider and make any initial decisions about matters relating to the discipline of staff or staff grievances in accordance with adopted procedures.
- 24 To carry out a review of the staffing establishment whenever there is a vacancy and at least once per year in relation to the staffing element of the Academy development plan.
- 25 To advise the Trust Board on the appointment of the relevant CEO.
- 26 The Trust Board delegate the appointment of supply staff and temporary staff appointed for one term, and non-teaching staff to the CEO and relevant Headteacher/Head of School.
- 27 Non-teaching staff, appointed to support children with special needs, will be appointed in consultation with the Academy SENCO.