

TRUST BOARD, TRUST COMMITTEES AND LOCAL GOVERNING BODIES TERMS OF REFERENCE

Please read in conjunction with the Delegated Authority Framework

Definitions :

- Members : the founders of the company
- Directors : constitute the Board
- Governors : constitute Local Governing Bodies

Directors and Governors may participate in any meeting through teleconferencing which is deemed to be in attendance at that meeting.

EXPENSES

It is the policy of the Trust Board that Directors'/Governors' expenses will be paid at the discretion of the Chair

ELECTION OF CHAIR AND VICE CHAIR OF TRUST BOARD, TRUST COMMITTEES, LOCAL GOVERNING BODIES AND THEIR COMMITTEES (IF APPROPRIATE)

The clerk chairs the meeting for duration of the election of chair and conducts the election. The newly elected chair conducts the election of the vice chair.

- Directors/Governors are asked for nominations prior to the meeting.
- Directors/Governors are not able to self-nominate
- Directors/Governors need to be proposed by another Director
- Nominations are not accepted at the meeting
- Nominations are accepted by Directors/Governors who are unable to be present at the meeting
- The candidate(s) is asked to leave the room
- The election is conducted by a show of hands where there is one candidate
- The election is conducted by secret ballot when there is more than one candidate
- The candidate(s) returns to the meeting
- The clerk announces the result with the candidate polling the majority of vote being duly elected.
- In the event of a tie, each candidate is given the opportunity to speak to the Directors/Governors about their nomination and a further vote will be taken.

TRUST BOARD

Core Purpose is to further the objects and vision of the Trust

It is accepted that a well-informed, supportive and challenging Trust Board is an essential prerequisite for a successful Academy. Ultimate responsibility lies with the Trust Board which delegates responsibility to each committee as detailed in the Terms of Reference and Scheme of Delegation. Committees may refer any other matter to the Trust Board at their discretion

In fulfilling its duties, the Board holds ultimate accountability for all activities of its Academies and in doing so it respects and acknowledges the importance of local self-government and contexts in accordance with the principle of earned autonomy. The CEO and FD recommend to the Board any variation to this Scheme of Delegation when it is reviewed annually with regard to individual academies, depending on their situation.

1. Membership

Governors joining from pre-existing schools will transfer on existing terms of office. All new appointments will be as below:

- I.1 Six Directors are appointed by Members – 4 year term. Known as Member Appointed Directors.
- I.2 Five Directors are recommended by LGBs and co-opted with Board selection on the basis of interview and skills match. – 4 year term. Known as Co-opted Directors.

All Directors have equal status

- I.3 Chief Executive Officer – term extends to length of service

Trust Finance Director in attendance if required

- I.4 The Chair and Vice Chair are elected annually

2. Quorum

The quorum is as set out in the Articles of Association

3. Meetings

The Board meets as required but at least three times per annum.

4. Terms of Reference

- 4.1 To agree the strategic aims and goals of the Trust; to monitor and evaluate progress towards their achievement.
- 4.2 To hold overall accountability for the educational achievement of all students in all Academies in the Trust.
- 4.3 To hold overall accountability for the financial affairs, staffing and capital expenditure of the Trust.
- 4.4 To ensure that the Trust and its schools are well-led and managed.
- 4.5 To have a strategic overview of all matters relating to Learning and the well-being of the Academy community; to agree, monitor and evaluate the effectiveness of common policies relating to Learning and the community, making clear where there is discretion for variation according to the needs of each Academy, including:
 - Curriculum
 - Sex education

- Charging and remissions
- Admissions
- RE
- Safeguarding

4.6 The Board remains accountable but delegates authority to take decisions and responsibility to Committees and LGBs in accordance with the Scheme of Delegation. This is reviewed annually or on the appointment of a new CEO. The Board receives regular reports from the Committees in order to fulfil its own responsibilities.

FINANCE AND OPERATIONS COMMITTEE

Core Purpose

To assist the decision making of the Trust Board, by enabling more detailed consideration to be given to the best means of fulfilling the Trust Board's responsibility to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity.

1. Membership

1.1 The membership is appointed by the Trust Board and comprises of 6 named Directors of the Board. Term 1 year

Chief Executive Officer

1 Primary Head

In attendance

1 Secondary Head

In attendance

1.2 The Chair and Vice Chair are elected annually.

1.3 The Committee may recommend co-option of additional members by the Trust Board.

1.4 The Finance Director is in attendance at this committee.

2. Quorum

The quorum is at least 50% of the members of the Committee provided that the majority of those present are Trust Board Directors.

3. Meetings

The Committee meets as required but at least four times per annum

4. Terms of Reference

- 4.1. To have a strategic overview of all aspects of the Board's financial management; to agree, monitor and evaluate the effectiveness of common policies, including:
 - To approve individual Academy's budgets as proposed by the LGB
 - To approve budget changes and expenditure appropriate to financial limits, and enter into contracts in accordance with the scheme of financial delegation
 - Procurement of goods and services
 - Exploration of every possibility for increasing funding through enterprise or entrepreneurial activity which also enhances core teaching and learning activity.

- 4.2. To ensure that all members of the Trust comply with all relevant legislation including:
 - Effective operation of financial procedures
 - Approval of annual returns to Companies' House and others
 - To recommend annually the appointment of auditors
 - To appoint an Audit Committee
 - To act upon reports from auditors and the Audit Committee

- 4.3. To have a strategic overview of all matters relating to the employment and wellbeing of staff; to agree, monitor and evaluate the effectiveness of common policies relating to employment of staff, making clear where there is discretion for variation according to the needs of each Academy, including:
 - Appointments
 - Pay
 - Performance management
 - Disciplinary and capability matters

- 4.4. To have a strategic overview of all matters relating to Health and Safety and the development and maintenance of sites and buildings; to agree, monitor and evaluate the effectiveness of common policies making clear where there is discretion for variation according to the needs of each Academy.

- 4.5. To take a strategic overview of capital planning, ensuring the best possible provision at all academies.

- 4.6. To have a strategic overview of the provision of catering across the Trust, ensuring that each individual Academy at least meets government healthy eating guidelines and is economically viable.

- 4.7. To review and ratify key delegated policies on behalf of the Trust Board.

4.8.To have a strategic plan for IT capital expenditure and overall deployment.

THE FIRST (APPEALS) COMMITTEE

Core Purpose

To hear appeals resulting from the decision of any Trust Committees or LGBs.

1. Membership

The membership comprises:

- I.1. A minimum of three and maximum of six Directors/Governors who have not taken part in relevant meetings
- I.2. A chairman is elected from those present at the meeting
- I.3. Members of staff or others with an interest may not be members of the Committee
- I.4. The Chief Executive Officer, Principals and Chair of Board are not members and may be invited to attend to give advice, but may not vote.

2. Quorum

The quorum shall be three, provided the majority are Trust Board Directors.

3. Meetings

The committee meets as required and a Chairman selected from those present.

4. Terms of Reference

- 4.1. To consider and to make decisions on any appeals relating to staff issues including pay, redundancy, dismissal or staff grievances, in accordance with relevant Trust policies and scheme of delegation.
- 4.2. To consider appeals relating to cases of exclusion of a student from an academy, in accordance with relevant Trust policies and scheme of delegation.

THE AUDIT COMMITTEE

Core Purpose

To provide the Board with assurance over the suitability of, and compliance with, its financial systems and controls. To risk assess and review risk assessments of Trust operations and strategy. To review the value for money of Trust operations.

1. Membership

- 4 Directors who are not members of the Finance and Operations Committee

- The committee may co-opt other members if required.
- CEO/TFD in attendance if required
- The Chair and Vice Chair are elected annually
- The Chair of the MAT Board may not be a member of this committee
- Employees of the Trust may not be a member of this committee

2. **Quorum**

The quorum shall be three, provided the majority are Trust Board Directors

3. **Meetings**

The committee meets termly and a chairman selected from those present.

4. **Terms of Reference**

4.1. To provide assurance to the Board that risks are adequately identified and managed by :

- Reviewing the risks to internal financial control.
- Agreeing a programme to address, and provide assurance on, those risks.
- Reviewing the risks to reputation, status, success and strategic direction.
- Agreeing a programme to manage or provide assurance on those risks.

4.2. To inform the governance statement that accompanies the annual accounts

4.3. To carry out this work by appointing a Responsible Officer to work with the Trust Finance Director and others in order to check the Trust's internal controls, and give regular reports to the committee.

4.4. To review annually and appoint triennially the external auditors for the Trust

LOCAL GOVERNING BODY (LGB)

Core Purpose

It is accepted that a well-informed, supportive and challenging LGB is an essential prerequisite for a successful Academy. Ultimate responsibility lies with the Trust Board which delegates responsibility to each LGB as detailed in the Scheme of Delegation. LGBs may decide to delegate responsibility to a committee with its own terms of reference.

I. Membership

LGBs can decide on the appropriate size for their circumstances within a range of at least nine and not more than fifteen Governors.

The membership comprises:

- The Principal of the Academy

- A simple majority of Governors appointed by the Board and recommended locally
- 1 staff governor appointed or elected as decided by the LGB
- 2 parent governors appointed or elected as decided by the LGB
- The LGB may co-opt additional governors if needed as long as the number of co-opted and elected/appointed Governors is always less than the number of Board appointed.

Chief Executive Officer/Trust Finance Director in attendance if required

2. **Quorum**

The quorum is more than 50% of the membership.

3. **Meetings**

The LGB meets as required but at least three times per annum.

4. **Terms of Reference**

Within the overall framework and policies of the Trust:

- 4.1 To agree the strategic aims and vision of the Academy and approve its annual Improvement Plan; to monitor and evaluate progress towards its achievement.
- 4.2 To hold the Principal to account for:
 - the educational achievement of all students in the Academy including progress and attainment of all groups of students
 - the quality of teaching and learning and the curriculum
 - standards of behaviour and attendance
 - Leadership and management : performance management; staff development; safeguarding.
- 4.3 To recommend a budget to the Trust; to hold the Principal to account for its delivery by regular scrutiny and monitoring.
- 4.4 To take decisions on pay for all staff in accordance with the Trust pay policy and within the Academy budget.
- 4.5 The Board delegates authority to take decisions and responsibility to Committees and LGBs in accordance with the Scheme of Delegation. This is reviewed annually or on the appointment of a new CEO. The Board receives regular reports from the Committees in order to fulfil its own responsibilities.
- 4.6 The LGB can appoint staff up to but not including Principal level.

LGB PAY COMMITTEE

Core Purpose

To decide all matters relating to pay of staff.

I. **Membership of Pay Committee**

Membership comprises:

1. A minimum of three and maximum of six Governors
2. The Academy Principal is in attendance.
3. A chairman is elected from those present at each meeting
4. Members of staff or others with an interest may not be members of the Committee:

3. Quorum

The quorum shall be three Directors

4. Meetings

The Committee meets as necessary.

5. Terms of Reference

- 4.1. To consider and decide the grading and pay of all members of staff in line with statutory and Academy Trust policies.
- 4.2. To consider any requests for re-grading from members of staff
- 4.3. To present Pay Committee decisions to Full Governing Body for ratification.

PRINCIPAL'S APPRAISAL AND PAY COMMITTEE

Core Purpose

To review the performance and pay of Principals in accordance with fairness and accountability and in accordance with the procedures outlined in the Principal's Appraisal and Pay Review policy.

1. Membership

1.1. Membership comprises:

- Chair of Academy LGB
- A minimum of two other LGB governors
- Chief Executive Officer

1.2. Where the Principal under review is also the Chief Executive Officer, then the Chair of the Trust Board will also be a member.

1.3. The CEO may veto any decision of the Committee. If agreement can still not be reached, the Committee Chair may take the matter to the Trust Board for consideration. Where the Principal is also CEO, the Chair of the Trust Board has that power of veto.

1.4. An External Adviser should be present to give advice to the Trust Board on CEO appraisals

2. Meetings

The Committee meets as necessary.

3. Terms of Reference

- 3.1. To consider and decide the grading and pay of the Principal/CEO in line with statutory and Principals and CEO Pay Review Policy.
- 3.2. To present the Committee's decisions to the Trust Board.

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