

## Learning Community Trust (the Trust)

### Committee Terms of Reference

#### **Introduction**

As a charity and company limited by guarantee, the Trust is governed by a Board of Trustees (the **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 **Academy**).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership, and proceedings of the committees the Board has established.

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

- main Board committees which are established to deal with Trust-wide matters such as audit [Audit and Risk], finance, pay and performance management [Resources] and standards, performance, improvement, and local governance [Standards] (**Board Committees**); and
- local governing bodies which are established by the Board to support the effective operation of the Academies (**LGBs**),

together [known as] the **Committees**.

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

**Date last approved by the Board:** ***recommended for adoption 6 December 2021***  
(Previously 17 July 2017, 8 October 2018, 7 October 2019, 28 Sept 20)

**Date for next review:** **AGM - Autumn 2022**

## 1 Establishing the Committees

1.1 The Board has resolved to establish the following Board Committees as committees of the Board:

- 1.1.1 audit and risk committee (**Audit & Risk Committee**).
- 1.1.2 resources committee (**Resources Committee**).
- 1.1.3 standards committee (**Standards Committee**)

1.2 The Board has resolved to establish **Local Governing Boards (LGBs)** for its Academies each as a separate committee of the Board. An LGB may act in respect of one, two or more Academies. The current list of LGBs and the Academies they operate in respect of is set out in Appendix 1 located on the LCT Trust website.

1.3 The Board will seek to ensure separation of duties and avoid multiple roles for Members, Trustees (and Directors), Chairs of LGBs and Governors and that wherever possible no person should normally hold multiple roles of Governance:

- Members should not be Trustees and/or Governors
- Trustees should not be Members and/or Governors
- Governors should only be a Governor of one school within the Trust.

Note Where exceptions to this are necessary (e.g., interim arrangements, duties of Directors and role of Chair) the Company Secretary shall hold records.

## 2 Membership – Board Committees

2.1 Each Board Committee shall have a minimum of three members and maximum of five members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).

2.2 The Board will appoint and remove all Committee members.

2.3 The Board will ensure that Board Committee members have the necessary skills, background, and experience to properly fulfil the relevant Board Committee functions.

2.4 The current 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 2 located on the LCT Trust website.

2.5 Unless expressly approved by the Board, no member of the Resources Committee and no member of the Standards Committee can be appointed as a member of the Audit & Risk Committee and vice versa.

2.6 The Trustees recognise the overriding principles of the Academies Financial Handbook published by the EFA (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:

- 2.6.1 staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
- 2.6.2 the Trust’s Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.
- 2.6.3 the Trustee in the role of Director of Finance will routinely attend meetings of the Audit and Risk Committee.
- 2.6.4 Trustees in the role of Director will routinely attend meetings of the Resources and Standards Committees.

### 3 Membership – LGBs

- 3.1 Each LGB operating in respect of one Academy shall, unless the Board resolve otherwise, have a minimum of five members and a maximum of nine members.
- 3.2 Each LGB operating in respect of two or more Academies shall, unless the Board resolve otherwise, have a minimum of seven members and a maximum of thirteen members.
- 3.3 The membership of each LGB (each a **LGB Member**) shall be as defined by the Board. The Board will determine membership for category or type of school and include provision for a combined LGB where appropriate (e.g., single campus, secondary and primary). The membership will be as follows unless the Board resolve otherwise:

Member type	Secondary school	Primary/Special school 200+ nor	Primary/Special school <200 nor	Primary/Secondary schools federated
Parent member	2	2	2	4 (2 for each school)
Staff member	1	1	1	2 (1 for each school)
Head Teacher	1	1	1	2 (1 for each school)
(Trust) Board appointed	1	1	1	1
LGB co-opted	4	2	1	4
<b>Totals</b>	<b>9</b>	<b>7</b>	<b>6</b>	<b>13</b>

- 3.4 The current LGB 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 2 located on the LCT Trust website.
- 3.5 The Trustees shall:
  - 3.5.1 make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Members, including any question of whether a person is a parent of a registered pupil at an Academy. Any election of a parent member which is contested shall be held by secret ballot.

- 3.5.2 make all necessary arrangements for, and determine all matters relating to, the election of staff LGB Members.
- 3.6 The LGB Members may only appoint co-opted members with the consent of the Board, exercised through delegation to the Chair or Vice Chair of the Board.
- 3.7 The term of office for any LGB Member shall be four years, save that this time limit shall not apply to the Head Teachers. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be) with the consent of the Board.

#### 4 Chairs of Committees

- 4.1 The term **Chair** refers to the person appointed by the Board of Trustees at the first meeting following the AGM or under this paragraph as chair of the relevant Board Committee or LGB (as appropriate).
- 4.2 Subject to paragraph 4.3, the Board of Trustees, at the first meeting following the AGM, shall appoint the Chair of the Board of Trustees and the Vice Chair of the Board of Trustees. The Chair of the Board of Trustees may attend and contribute to any Committee of the Board, the Vice-Chair shall chair the **Resources Committee**. Further, the **Audit and Risk Committee** and the **Standards Committee** shall at the first meeting of each academic year (or first meeting following AGM) elect a member to act as chair of the committee. Such election will normally be for a period of 3 years and be subject to affirmation at each annual meeting of that Committee, all appointments to the role of Chair are subject to approval by the Board (for Board Committees). The Committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent unless it determines to elect a vice-chair at the first meeting.
- 4.3 No person may act as Chair of a Board Committee under paragraph 4.1 unless they are also a Trustee.
- 4.4 Subject to paragraph 4.6:
- 4.4.1 the LGB Members shall at the first meeting of each academic year appoint a LGB Member to act as Chair of the LGB and can determine to elect a LGB Member to act as vice-Chair of the LGB;
- 4.4.2 Such elections will normally be for a period of 3 years and be subject to affirmation at each annual meeting of the LGB. All appointments to the role of LGB Chair are subject to approval by the Board.”
- 4.5 the LGB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair unless it determines to elect a vice-chair at the first meeting.
- 4.6 No person may act as Chair under paragraph 4.4 if they are an employee of the Trust.

## **5 Authority, remit and responsibilities of the Committees**

- 5.1 Each Committee shall be responsible for the matters as set out in Appendix 3 located on the LCT Trust website.
- 5.2 Each Committee is authorised by the Board to:
  - 5.2.1 carry on any activity authorised by these Terms of Reference; and
  - 5.2.2 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.
  - 5.2.3 establish short-term working groups and/or panels as required to ensure its remit and responsibilities are met
- 5.3 Save with the consent of the Board, or as authorised by these Terms of Reference the Committees or with the consent of the Chair of the board of Trustees (in exceptional circumstances) may not establish sub-committees.

## **6 Proceedings of Committee meetings**

- 6.1 The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year and normally 6.
- 6.2 Any two Committee members can request that the Chair convene a meeting by giving no less than [14 days] prior notice.
- 6.3 The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.
- 6.4 The quorum for the transaction of the business of LGB shall be three LGB Members provided that at least one of them is a LGB Member appointed by the Board (not including staff members or parent members).
- 6.5 The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.
- 6.6 The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the LGBs.
- 6.7 Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.
- 6.8 Each Committee member present in person shall be entitled to one vote.
- 6.9 Where there is an equal division of votes the Chair shall have a casting vote.

- 6.10 A register of attendance shall be kept for each Committee meeting and published annually.
- 6.11 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.
- 6.12 References in paragraph 4 to the “Chair” shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.
- 6.13 In the absence of a quorum, the Chair may act on behalf of the Committee where it is necessary for the business of the Trust and/or exceptional circumstances exist. Where this is the case, the CEO and Board Chair must be consulted and/or notified accordingly.

## **7 Conduct of Committee members**

- 7.1 All Committee members shall observe at all times the provisions of the Trust’s code of governance.

## **8 Members’ Interests**

- 8.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- 8.2 Each Committee member, if present at a Committee meeting, must disclose their interest, withdraw from the meeting and not vote on a matter if:
- 8.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;
  - 8.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
  - 8.2.3 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.

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

- 9.1 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:
- 9.1.1 is or becomes disqualified from holding office under the Trust’s Articles of Association;
  - 9.1.2 is or becomes disqualified from holding office as a governor of a school or academy;

- 9.1.3 is included in the list of teachers or workers considered by the Secretary of State as, or is barred or through specific conditions imposed by relevant bodies is, unsuitable to work with children or young people or vulnerable adults;
  - 9.1.4 is barred from any regulated activity relating to children;
  - 9.1.5 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;
  - 9.1.6 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);
  - 9.1.7 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;
  - 9.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
  - 9.1.9 commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;
  - 9.1.10 in the case of a LGB Member, is absent without the permission of the LGB Members from all their meetings held within a period of six months and the LGB Members resolve that his office be vacated;
  - 9.1.11 resigns his/her office by notice in writing to the relevant Chair;
  - 9.1.12 in the case of a Head Teacher, they cease to be the Head Teacher;
  - 9.1.13 in the case of a LGB Member, their term of office expires, and they are not re-appointed.
- 9.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGB and/or any LGB Member by written notice to the relevant Chair. Where necessary, such action may be undertaken by the Chair of the Board on behalf of Trustees with Trustees being notified of the action taken with 2 working days."

## **10 Reporting Procedures**

- 10.1 Within 14 days of each meeting each Committee will:
  - 10.1.1 produce and agree minutes of its meetings;
  - 10.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board,

together the **Committee Reports**

- 10.2 The Committee Reports can be agreed by committee members by email.
- 10.3 The Committee Reports will be sent to the Board within a minimum of 7 days of each Committee meeting unless specifically determined by the Chair and members notified accordingly.
- 10.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.
- 10.5 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 Board.



## **Appendix 1**

### **The Trust's LGBs**

This information is available through the Trust Website

## **Appendix 2**

### **The Register of Committee Members**

This information is available through the Trust Website

## Appendix 3

### Powers & Functions Delegated

#### Remit and Responsibilities of the Audit & Risk Committee

The powers and functions delegated by the Board to the Audit & Risk Committee are as set out below and include consideration and if necessary, review of the impact of Safeguarding policies and practice across all Academies and the Trust in the context of the role of this Committee including the carrying out of the Prevent duty 'Protecting children from radicalisation: the prevent duty'.

#### *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 the appointment/re-appointment of the external auditor as per ESFA guidelines and requirements.
- 8 To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

#### *Internal Audit*

- 9 To recommend the [internal] audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the internal auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- 10 To oversee the process for selecting the internal 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.

- 11 To review the performance of the internal auditor on an annual basis
- 12 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.
- 13 To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- 14 To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

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

- 15 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.
- 16 To review the Trust's policy and procedures for handling allegations from whistle-blowers.
- 17 To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
- 18 To receive reports on the outcome of investigations of suspected or alleged impropriety.
- 19 To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- 20 To ensure that any significant losses are investigated and reported to the DfE/EFA where required.
- 21 To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.

- 22 To review the adequacy and robustness of risk registers.
- 23 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 (e.g. from the National Audit Office).
- 24 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.
- 25 To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

**General**

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

## **Remit and Responsibilities of the Resources Committee**

The powers and functions delegated by the Board to the Resources Committee are as set out below and include consideration and if necessary, review of the impact of Safeguarding policies and practice across all Academies and the Trust in the context of the role of this Committee including the carrying out of the Prevent duty 'Protecting children from radicalisation: the prevent duty'.

### ***Funding***

- 1 To consider each of the Academies indicative funding allocations, notified annually by the DfE/EFA and to assess its implications for the relevant Academy and the Trust, drawing any matters of significance or concern to the attention of the Board. This may be provided by the COO as an amalgamated report.
- 2 To consider and recommend the Academies and Trust (Executive) budgets each financial year.

### ***Budgeting***

- 3 To contribute to the formulation of the Trust strategic plans, through the consideration of financial priorities and proposals including those of growth, expansion and financial due diligence for significant changes (e.g. additional Academies) and investments (e.g. capital programmes).
- 4 To receive and make recommendations on the overall consolidated Trust and Academies budget to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring compatibility with development priorities set out in the Trust and each Academies' strategic and the overall Trust 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 Board.
- 7 To receive regular management reports including progress against key financial performance indicators at Trust level and recommend or determine follow up action as appropriate, and for Academies delegating the day-to-day management of the approved budget to the relevant Head teacher, within agreed authorisation limits. This may be provided by the COO as an amalgamated report.
- 8 To consider requests for supplementary expenditure and make appropriate recommendations to the Board.
- 9 To consider and act upon matters not covered by Committees and Sub-Committees including decisions required by Directors other sub-committees including intervention should practice in schools not comply with Trust policies or directions to any LGB or Academy.
- 10 To review financial policy including consideration of medium- and long-term planning and resourcing in accordance with the Trust's and each of the Academies' development plans, ensuring that timely action is taken to secure the financial viability and cash position of the Trust.

### ***Financial Management and Expenditure***

- 11 To monitor and review expenditure and other income streams on a regular basis and ensure compliance with the overall financial plan, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Board.
- 12 To scrutinise proposals for major structural changes and capital investment, making recommendations to the Board as appropriate.
- 13 To retain oversight of the cash position of the Trust, advising the Board on borrowing and investment decisions.

### ***Financial Procedures***

- 14 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.
- 15 To consider significant changes to financial procedures including policies, core Trust-based and Trust-wide systems (e.g., payroll, finance) and change control for new practices (e.g. management of income, school funds).
- 16 To prepare the financial statement to form part of the annual report of the Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH)

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

- 17 To receive each term the relevant Head Teacher's Health and Safety report and advise as necessary. This may be provided by the COO as an amalgamated report.
- 18 To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

### ***Asset Management***

- 19 To receive reports from the relevant Head Teacher's on the management of assets including premises and their security. This may be provided by the COO as an amalgamated report.
- 20 To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy.

### ***Property Management***

- 21 To determine the use of the Academies' premises and grounds outside Academies sessions with regard to the lettings and charging policy.
- 22 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.

- 23 To ensure the responsibilities of the Board under the Environmental Protection Act are met.
- 24 To advise the 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***

- 25 Reviewing or investigating any other matters referred to the Resources Committee by the Board.
- 26 Drawing any significant recommendations and matters of concern to the attention of the Trust Board.



The **Resources Committee** shall also have the powers and functions delegated by the Board in respect of Pay, Personnel and Performance Management.

**Note** Under the pay policy adopted by the Trust, and subject to these Terms of Reference, decisions are generally delegated to the Head teachers and LGBs of individual Academies. Where a member of staff employed by the Trust is not located at any Academy and is centrally employed, decision making is delegated to the CEO and Resources Committee in accordance with these Terms of Reference and the relevant procedure adopted by the Trust.

1. To prepare and submit recommendations for the adoption by the Trust Board of:
  - an appraisal policy and the process of appraisal/performance management;
  - a pay policy for the Trust, covering centrally employed staff and those located in individual academies
2. To operate in accordance with the statutory regulations and the relevant Trust adopted policy as follows:
  - to select an adviser to advise the Committee undertaking the appraisal of the Executive Principal (CEO)
  - to take advice from the adviser when agreeing objectives and reviewing the Executive Principal (CEO)
  - to agree performance objectives with the Executive Principal (CEO)
  - to conduct appraisal/performance management for the Executive Principal (CEO)
  - to determine whether the outcome of the Executive Principal (CEO) appraisal meets the criteria for pay progression as covered under the adopted pay policy;
  - to support the Executive Principal (CEO) with the annual report to the Board on appraisal arrangements and outcomes;
  - a panel selected from the Committee to hear any appeal by a centrally employed teacher against entries made within their appraisal statement and/or pay related decisions
3. To moderate pay decisions across the Academies and the Trust.
4. To establish a panel selected from the Committee to hear any appeal by a centrally employed teacher against the outcome of their application to the Upper Pay Range.
5. To determine annually, in accordance with the School Teachers' Pay and Conditions Document, the Appraisal and Pay Policies adopted by the Trust and the Trust's salaries budget, the salary and allowance range for teachers. The salaries and gradings of teachers will be determined in accordance with the Trust's pay policy.
6. To determine annually, in accordance with the adopted Pay Policy and any appropriate regulations and agreements and within the Academies salaries budget, the salary and grading scales of support staff. The salaries and gradings of support staff will be determined in accordance with the Trust's pay policy.
7. To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

## Grievances

**Note** Under the grievance policy adopted by the Trust decisions are generally delegated to the Head teachers and LGBs of individual academies. Where a member of staff employed by the Trust is not located at any Academy and is centrally employed, decision making is delegated to the CEO and Resources Committee under the procedures adopted by the Trust.

8. Under the disciplinary, grievance, harassment or capability procedure adopted by the Trust, to consider any appeal against a sanction short of dismissal issued to a centrally employed member of staff.

### **Staff Discipline/Dismissals**

**Note** Under the staff discipline, capability or other dismissal policies adopted by the Trust decisions are generally delegated to the Head teachers and LGBs of individual academies. Where a member of staff employed by the Trust is not located at any Academy and is centrally employed, decision making is delegated to the CEO and Resources Committee in accordance with these terms of reference and the procedures adopted by the Trust.

9. Under the disciplinary, capability or other dismissal procedures adopted by the Trust, to consider formal action against the Executive Principal (CEO) and to make a determination as provided for under these procedures. The Committee will also be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.

### **Staff Appeals**

**Note** Under the policies adopted by the Trust decisions are generally delegated to the Head teachers and LGBs of individual academies. Where a member of staff employed by the Trust is not located at any Academy and is centrally employed, decision making is delegated to the CEO and Resources Committee in accordance with these terms of reference and the relevant procedures adopted by the Trust.

10. Under the disciplinary, grievance, harassment or capability procedure adopted by the Trust, to consider any appeal against a sanction short of dismissal issued to a centrally employed member of staff.
11. Under the disciplinary or other relevant procedures (e.g., relating to capability, redundancy, or incapability due to ill health) adopted by the Trust, to consider any appeal against a decision to dismiss from their post a centrally employed member of staff.
12. 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**

**Note** Under the policies adopted by the Trust decisions are generally delegated to the Head teachers and LGBs of individual academies. Where a member of staff employed by the Trust is not located at any Academy and is centrally employed, decision making is delegated to the CEO and Resources Committee in accordance with these terms of reference and the relevant procedures adopted by the Trust.

13. To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Trust and Academies.
14. To advise on the strategic planning of human resources.
15. To represent the Trust and undertake consultation and negotiation under the Trust's Trade Union Recognition and Liaison Agreement
16. To monitor the communication and consultation of policies and processes to staff and review feedback.
17. To advise on the means of achieving active participation by staff in policy development.
18. 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, whistleblowing and pay.
19. To ensure the legal requirements for NQT induction are complied with.
20. To ensure matters relating to the discipline of staff or staff grievances in accordance with adopted procedures.

## **Powers & Functions Delegated**

### **Remit and Responsibilities of the Standards Committee**

The powers and functions delegated by the Board to the Standards Committee are as set out below and include consideration and if necessary, review of the impact of Safeguarding policies and practice across all Academies and the Trust in the context of the role of this Committee including the carrying out of the Prevent duty 'Protecting children from radicalisation: the prevent duty'.

#### **1. Delegation**

- a. The Standards Committee operates under the Trust Board and has the prime role for overseeing the management of standards within all Academies within the Trust.
- b. The Standards Committee will make recommendations to the Board of Trustees for consideration and ratification, this to include the overarching standards and delivery of key performance indicators for Academies within the Trust.

#### **2. Membership**

- a. The core membership of the Committee will consist of:
  - i. Three Trustees
  - ii. The Chief Executive Officer (CEO)
- b. Quorum for a meeting will be two Trustees (plus the Chief Executive Officer or representative)
- c. Other persons may also be invited to attend for all or part of any meeting, as appropriate. This includes the Chair of any Local Governing Body, members of the Board of Trustees, Executive Team of the Trust and any leaders of Trust Academies when needed.

#### **3. Oversight**

- a. The Committee shall oversee all matters within the scope of standards within individual Academies and policies and strategies that relate to it including:
  - i. Determination of curriculum, assessment and teaching and learning policies across all Academies in the Trust
  - ii. Setting quality standards and performance targets for the Trust and each Academy
  - iii. Monitoring the impact of CPD and training and development programmes for all staff in the Trust
  - iv. Ensuring the appropriate level of skills for all local governors on LGBs
  - v. Monitoring the implementation and effectiveness of the Trust School improvement Strategy
  - vi. Establishing and monitoring engagement and feedback with learners, parents and the community in respect of standards and performance
  - vii. Consider the impact of Safeguarding policies and practice across all Academies and the Trust in the context of the role of this Committee including the carrying out of the Prevent duty 'Protecting children from radicalisation: the prevent duty'.

#### 4. Scope

- a. Consider the recommendations of the CEO to annually set, monitor and review the **standards and key performance targets** for each Academy in the Trust and if appropriate recommend to the Resources Committee the level of resources required and considered sufficient to deliver those standards and performance targets.
- b. Consider the recommendations of the CEO to agree the **Raising Achievement Plan** for each Academy and monitor and review on a termly basis the progress made by the Head of School and Local Governing Body in delivering those standards and performance targets.
- c. To agree the **grading and supporting evidence (SEF)** for each Academy as recommended by the CEO/LGB/Improvement partners etc.in line with the Ofsted framework so the Committee have an accurate profile of all our academies and the rationale for the gradings agreed.
- d. Consider and agree any recommendations from the Chief Executive and/or requests from the Local Governing Body on the level of **support required by an Academy** from the Trust to achieve those standards and performance targets.
- e. Provide advice to the Resources Committee on the **level of resources required within the Executive Team and/or external assistance** required to ensure that targets within Trust and individual Academy Raising Achievement Plans are delivered in a timely and efficient manner.
- f. Monitor and review all **curriculum, assessment and teaching and learning policies** that effectively deliver the unique ethos and values of the Trust.
- g. Monitor the effectiveness of relevant **policies in delivering the required standards and key performance targets** within each Academy within the Trust., including feedback from Local Governing Bodies. To recommend appropriate action to the Trust Board where Local Governing Bodies have been identified as not implementing Trust policies.
- h. Where a **Local Governing Body has been identified as being ineffective** in supporting the Chief Executive in raising standards to engage with the Chair (and Vic-chair) of the Local Governing Body to reach agreement on a positive course of action to address the concerns.
- i. Recommend to the Trust Board appropriate action to address concerns where the **Local Governing Body is unable or unwilling to agree a course of action** determined by the CEO and/or this Committee to address standards and performance within an Academy.
- j. Monitor and review the **annual skills audit carried out by each Local Governing Body** and consider any actions required to strengthen the skills of local governors including challenging the senior leadership on standards and performance targets, the review of implementation of Trust policies on curriculum, teaching and learning and membership of specific and short-term committees established to address issues within the Academy.
- k. Monitor and review **staffing and staff development programmes** across the Trust as a whole and in individual Academies to ensure that staff have the skills to achieve the standards and performance targets that have been set. To advise Resources Committee of any changes to the resources recommended to ensure that training and development meet needs across the Trust (Note - staff appraisal and performance lies within the remit of the Resources Committee of the Trust Board).

- l. Take advice from the CEO in respect of requirements for seeking **external review** of any specific Academy(ies) or topics and the readiness for and response to external inspection (**e.g., Ofsted**) and to advise the Board of Trustees accordingly.
  - m. Take advice from the CEO in respect of findings arising from external inspection (**e.g., Ofsted**) in respect of any Academy and also of Trust activity related to the scope of this Committee
  - n. Approve and monitor the implementation, operation, and effectiveness of the **Trust School Improvement Strategy**. Reporting annually to the Trust Board proposing including any amendments to the established strategy.
  - o. Consider recommendations from the CEO about effective arrangements to ensure **learner voices** are heard and considered in respect of the performance of individual Academies and the Trust
  - p. Consider recommendations from the CEO about effective arrangements to ensure **Parent and carer voices** are heard and considered in respect of the perception and communication of the performance of individual Academies and the Trust
  - q. Consider recommendations from the CEO about effective arrangements to ensure **Partners and the wider Community** receive communication and contribute to the performance of individual Academies and the Trust
5. Operational matters
- a. The Standards Committee meet at least termly and seek to meet twice-termly (after the meetings of the Local Governing Bodies where possible) and before Trust Board.
  - b. A special meeting may be called if there is a significant Standards issue requiring a recommendation to be made to the Trust Board.
  - c. A special meeting can be called by the Chief Executive Officer in consultation with the Chair of the Committee or by any two Trustees of this Committee calling such a meeting.
  - d. Only Trustees on the committee have the right to vote. Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.
  - e. Any Trustee has the right to attend a meeting of the Committee and participate in the discussion. However, a Trustee who is not a member of the Committee does not have the right to vote.
  - f. The Chair of a Local Governing Body has the right to ask to attend a meeting of the Committee if there is an item that will impact specifically upon an Academy for which the Local Governing Body has responsibility. It is for the Chair of the Committee in consultation with the Chief Executive Officer to determine whether that request is agreed.
  - g. The Chief Executive may request that any member of the Executive Team can attend a meeting of the Committee unless they have a pecuniary interest in matters being discussed.

## Remit and Responsibilities of the Board and LGBs - summary

The powers and functions delegated by the Board to the LGBs are set out in detail in the Trust's Scheme of Delegation.

This summary includes:

- Relationships between the Board and LGBs
- Responsibilities of Trustees (the Board)
- Responsibilities of LGBs (Governors)

### Relationships between the Board and LGBs

The Board and LGBs shall work together to meet and further the vision and aims of the Trust and the effective performance of the Trust and individual Academies.

The Trust will support the work of LGBs by:

1. Setting a clear strategic vision for the MAT to allow the LGB to set and achieve its own aims and objectives within such vision;
2. Ensuring that systems and controls are put in place to allow the governors to be presented with timely and good data to allow the LGB to monitor and analyse Academy performance, in order to support and challenge the Head and the senior leadership team of the Academy.
3. Ensuring that the governors have access to high quality training and advice and effective governance support services.
4. Putting in place collaborative working practices to ensure effective governance of the Trust and LGBs.
5. Taking effective action and intervention in leadership and governance as appropriate.

The LGB shall support their Academy and the Trust by:

1. Promoting high standards and aim to ensure that students and pupils are attending a successful Academy which provides them with a good education and supports their well-being.
2. Being responsible to the Trustees for its actions and follow the expectations of governors as adopted or laid down in writing by the Trustees from time to time.
3. Being a competent, accountable, independent and diverse LGB that promotes best practice in governance.
4. Ensuring that its governors promote and uphold high standards of conduct, probity and ethics at all times.
5. Contributing to the overall vision and aims of the Trust and demonstrating collaboration with fellow Academy LGBs and Trustees.

### **Responsibilities of Trustees (the Board)**

The role of the Trustees mainly involves strategic oversight across the Trust, governance, contractual relationships with third parties and setting the Trust's vision and policies.

- 1 The Trustees are responsible for:
  - a. Compliance with all statutory regulations and Acts of Parliament governing the operation of the academy, including health and safety.
  - b. Compliance with the provisions of the Funding Agreements.
  - c. Compliance with the Academies Financial Handbook.
  - d. 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.
  
- 2 The Trustees delegate responsibility to its Committees and Chief Executive Officer for:
  - a. Appointment of the Head Teacher at an academy, in consultation with the relevant Local Governing Body.
  - b. Appointment to the role of LGB Chair of an Academy in consultation with the LGB.
  - c. The determination, after consultation with the Local Governing Body, of the extent of the services provided to the academy by the Trust and how the costs should be allocated.
  - d. Determination of the educational targets of the academy in consultation with the Local Governing Body.
  - e. Determining any additional financial and reporting targets for the academy.
  - f. Determination of any statutory policies and procedures for the academy and other policies and procedures as the Trustees deem necessary to fulfil their responsibilities.
  - g. Identifying resources to effectively and efficiently implement the risk management strategy.
  - h. Reporting regularly to the Trust Board on the performance of its academies and conduct the appraisals of the Head Teacher in conjunction with representatives of the relevant Local Governing Body.
  - i. Taking effective action and intervention in leadership and governance as appropriate including additions to or removals from the SLT, the removal of membership of the LGB and/or of delegations to the LGB.



### **Responsibilities of LGBs (Governors)**

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

The Governors are expected to question and challenge academy leadership and to hold them to account. In particular, the Trustees delegate the running of the academy to the Local Governing Body and specifically the following duties:

#### **1. Vision and Accountability**

- a. To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each academy.
- b. Implementation of actions required to comply with statutory regulations and the Funding Agreements.
- c. Implementation of the Trust policies.
- d. Holding academy leadership to account for academic performance, quality of care and quality of provision.

#### **2. Finances and Assets**

- a. Ensuring academy-level resource is applied appropriately.
- b. Consideration of the academy's required funding and support to the Trustees in relation to the annual budgetary process.
- c. Seeking value for money and being able to demonstrate that value for money has been achieved.
- d. Monitoring and reviewing expenditure on a regular basis and ensuring compliance with the overall financial plan for the academy.
- e. Maintenance of proper accounting records and the preparation of income and expenditure and balance sheets as required.
- f. Assist the Trustees in complying with the provisions of the Funding Agreements where requested from time to time.
- g. Maintenance of or putting in place appropriate arrangements for the maintenance of the academy estate in accordance with the guidelines established by the Trust.
- h. Implementation of Trust's procurement policies insofar as they impact on the academy.
- i. Manage the academy's cashflow and monitor expenditure by the academy in accordance with policies determined by the Trust.
- j. Notify the Trust of any changes to fixed assets used by the academy.
- k. Observing proper levels of delegation and protocols.

#### **3. Academy budget**

- a. To receive the Academy budget(s) each financial year as provided by the Trust and ensure the approved budget is managed effectively.
- b. The Local Governing Body is required to work to cash limits as may be determined by the Trust and based on the approved budget. The Local Governing Body does not have authority to borrow money.
- c. Except where prior permission has been obtained from the Trustees, the academy budget is to be prepared to show break even or better.

#### **4. Risk Management**

- a. The Local Governing Body shall keep under review the academy risk register and seek assurance that risk management is effective.

## 5. Appointments

- a. Monitoring HR activity and policy within the Academy, including the process for appraisal and performance reviews for members of staff as established by the Trust.
- b. The Governors are not, and nothing within this document is intended to make them, charity trustees within the terms of section 97(1) of the Charities Act 1993 (although a Governor may also be a Trustee). **Note** - the Trust encourages separation of duties and the avoidance of multiple roles within Governance hence would not normally expect Governors to also be Trustees
- c. Each Governor shall act in the best interests of the Trust and academy at all times, including keeping confidential all information of a confidential nature obtained by them relating to the academy and the Trust.
- d. Ensuring each Governor is familiar and agrees to comply with:
  - i. the Articles of Association
  - ii. the Funding Agreements;
  - iii. these Terms of Reference
  - iv. the Governors' Handbook and
  - v. any terms of reference of sub-committees which may apply to that Governor.
- e. Each Governor shall carry out training to ensure their skills and knowledge are up to date at least once per year and take part in regular self-review.
- f. Each Governor is accountable for meeting his or her own training and development needs and to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.