BOARD OF TRUSTEES COMMITTEE TERMS OF REFERENCE (ToR)

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INTRODUCTION

These Terms of Reference establish a governance framework which enables the Board of Trustees to discharge its legal and regulatory responsibilities whilst delegating detailed scrutiny and assurance activities to its Committees.

The Board retains responsibility for the strategic direction, governance, compliance and overall performance of the Trust. Committees support the Board by reviewing and holding Trust Leadership to account within their delegated areas of responsibility, scrutinising performance and risk, seeking assurance regarding statutory compliance, and making recommendations or decisions as authorised by the Scheme of Delegation.

The Board receives assurance from Committees and uses this evidence to inform its oversight, approvals and decision-making, ensuring that it can demonstrate effective governance and fulfil its duties under the Articles of Association, Funding Agreement and applicable legislation.

RESPONSIBILITIES SECTION

BOARD OF TRUSTEES RESPONSIBILITIES

1. The Board of Trustees shall be responsible for:
    - 1.1. Establishing the Trust's vision, mission, values and strategic priorities.
    - 1.2. Approving and monitoring delivery of the Trust's five-year strategic plan.

1.3. Exercising all powers of the Academy Trust, subject to the Articles of Association, Funding Agreement and applicable legislation.
1.4. Determining the Trust's governance structure, including the constitution, membership and Terms of Reference of Committees and Local Governing Bodies.
1.5. Delegating functions as appropriate and maintaining oversight of all delegated responsibilities.
1.6. Holding Trust Leadership to account for the delivery of the Trust's strategic plan.
1.7. Holding Trust Leadership to account for:
  1.7.1. educational performance and outcomes;
  1.7.2. financial performance and sustainability;
  1.7.3. safeguarding and pupil welfare;
  1.7.4. workforce effectiveness and organisational capacity;
  1.7.5. compliance with statutory and regulatory requirements; and
  1.7.6. the overall effectiveness of the Trust.
1.8. Receiving assurance from Committees regarding:
  1.8.1. educational standards and academy improvement;
  1.8.2. safeguarding, wellbeing and inclusion;
  1.8.3. financial performance and resource management;
  1.8.4. risk management, internal control and audit;
  1.8.5. compliance with statutory and regulatory requirements;
  1.8.6. equality, SEND and inclusion;
  1.8.7. data protection, cyber security and information governance.
1.9. Approving:
  1.9.1. the Trust's annual budget, financial strategy and financial forecasts;
  1.9.2. the annual report and financial statements;
  1.9.3. the appointment of the Chief Executive Officer;
  1.9.4. Trust-wide policies reserved to the Board;
  1.9.5. major organisational change, Trust growth and structural proposals;
  1.9.6. reserved matters identified within the Articles of Association and Scheme of Delegation; and
  1.9.7. any novel, contentious or repercussive transactions.
1.10. Ensuring that the Trust:
  1.10.1. complies with its Funding Agreement, Articles of Association and applicable legislation;
  1.10.2. fulfils its charitable objects and duties;
  1.10.3. complies with safeguarding requirements;
  1.10.4. complies with the Equality Act 2010 and Public Sector Equality Duty;
  1.10.5. fulfils its SEND responsibilities;
  1.10.6. complies with data protection and information governance requirements; and
  1.10.7. maintains effective systems of internal control, assurance and risk management.
1.11. Appointing and holding to account the Chief Executive Officer.
1.12. Approving arrangements for CEO appraisal and remuneration.
1.13. Appointing Trustees, Committee members and other governance positions in accordance with the Articles of Association.
1.14. Appointing the Governance Professional.
1.15. Ensuring effective governance arrangements and governance development across the Trust.
1.16. Adopting Trust policies reserved to the Board and seeking assurance from Trust Leadership that policies:
  1.16.1. meet statutory and regulatory requirements and align with the Trust's vision, mission and values;
  1.16.2. are effective, make good use of resources and are implemented consistently across the Trust; and
  1.16.3. where serious breaches occur, the causes are identified and appropriate action is taken.
1.17. Carrying out any other roles or functions required by the Articles of Association, Funding Agreement, law or Scheme of Delegation.

Reviewed:	
Next Review:	

RESOURCE COMMITTEE RESPONSIBILITIES

2. The Resource Committee shall be responsible for:
   - 2.1. Reviewing and holding to account Trust Leadership for the following parts of the five-year plan:
     - 2.1.1. Workforce resilience and wellbeing;
     - 2.1.2. Working environments;
     - 2.1.3. Financial security; and
     - 2.1.4. Strategic Trust growth.
   - 2.2. Reviewing and recommending the Trust and academy budgets to the Board of Trustees.
   - 2.3. Reviewing and holding to account Trust Leadership for:
     - 2.3.1. financial performance and management within approved budgets;
     - 2.3.2. the effectiveness of financial procedures, controls and banking arrangements;
     - 2.3.3. management of the Trust's cash position, borrowing and investments;
     - 2.3.4. estate condition, maintenance priorities, capital programmes and premises compliance;
     - 2.3.5. management of Trust assets, inventories and fixed asset registers;
     - 2.3.6. Health and Safety compliance and assurance across the Trust;
     - 2.3.7. workforce planning, staffing and organisational capacity; and
     - 2.3.8. receiving assurance regarding compliance with statutory workforce returns and other employer reporting requirements.
   - 2.4. Approving:
     - 2.4.1. expenditure exceeding £100,000;
     - 2.4.2. DFC and SCA funded capital expenditure exceeding £100,000;
     - 2.4.3. staff severance payments exceeding £30,000;
     - 2.4.4. ex-gratia payments of any value; and

     the opening and closing of bank accounts (except Banking for Education accounts).
   - 2.5. Conducting the appraisal of the Chief Executive Officer and determining CEO pay progression in accordance with the Trust Pay Policy.
   - 2.6. Moderating pay decisions across the Trust where required by Trust policy.
   - 2.7. Determining organisational change proposals, staffing restructures, redundancy matters and other employment matters delegated through Trust policies.
   - 2.8. Adopting relevant Trust policies in line with the Board of Trustees approved review schedule, and seeking assurance from Trust Leadership that policies:
     - 2.8.1. meet statutory and regulatory requirements and align with the Trust's vision, mission and values;
     - 2.8.2. are effective, make good use of resources, and are implemented consistently across the Trust; and
     - 2.8.3. where serious breaches occur, the causes are identified and appropriate action is taken.
   - 2.9. Carrying out any other roles or functions as may be delegated to them within policies.

AUDIT & RISK COMMITTEE RESPONSIBILITIES

2. The Audit & Risk Committee shall be responsible for:
   - 2.1. Reviewing and holding to account Trust Leadership for the following parts of the five-year plan:
     - 2.1.1. Ethical leadership and governance.
   - 2.2. Reviewing the effectiveness of the Trust's internal control, assurance and governance arrangements.
   - 2.3. Reviewing and holding to account Trust Leadership for:
     - 2.3.1. risk management and reviewing assurance regarding business continuity/disaster recovery arrangements;
     - 2.3.2. responses to and actions arising from internal and external audit reviews;

2.3.3. the effectiveness of whistleblowing arrangements and the management of any protected disclosures;
2.3.4. cyber security, information security, data protection risks and responses to significant information governance incidents;
2.3.5. arrangements for preventing, detecting and responding to fraud, bribery and corruption. and
2.3.6. responses to significant control failures, financial irregularity and investigations.

2.4. Approving the Trust's programme of internal scrutiny and internal audit.
2.5. Approving non-audit services to be provided by the external auditor in accordance with the Trust's financial procedures and regulatory requirements.
2.6. Recommending the appointment or reappointment of the external auditor.
2.7. Recommending the Trust's Statement on Internal Control and other assurance statements to the Board.
2.8. Adopting relevant Trust policies in line with the Board-approved review schedule and seeking assurance from Trust Leadership that policies:
2.8.1. meet statutory and regulatory requirements and align with the Trust's vision, mission and values;
2.8.2. are effective, make good use of resources and are implemented consistently across the Trust; and
2.8.3. where serious breaches occur, the causes are identified and appropriate action is taken.

2.9. Carrying out any other roles or functions delegated by the Board of Trustees or Trust policies.

ACADEMY IMPROVEMENT COMMITTEE RESPONSIBILITIES

3. The Academy Improvement Committee shall be responsible for:
3.1. Reviewing and holding to account Trust Leadership for the following parts of the five-year plan:
3.1.1. Academy improvement at scale
3.1.2. Digital transformation

3.2. Reviewing and holding to account Trust Leadership for:
3.2.1. quality of education;
3.2.2. pupil achievement;
3.2.3. standards, attainment and progress across the Trust;
3.2.4. outcomes for pupils with special educational needs and disabilities and compliance with the SEND Code of Practice;
3.2.5. outcomes for disadvantaged pupils and the effectiveness of strategies to reduce attainment gaps;
3.2.6. the delivery of a broad and balanced curriculum and compliance with statutory curriculum requirements;
3.2.7. implementation of the Trust School Improvement Strategy;
3.2.8. inspection readiness and responses to inspection findings; and
3.2.9. intervention and support arrangements for academies and local governance where concerns have been identified.

3.3. Adopting relevant Trust policies in line with the Board of Trustees approved review schedule, and seeking assurance from Trust Leadership that policies:
3.3.1. meet statutory and regulatory requirements and align with the Trust’s vision, mission and values;
3.3.2. are effective, make good use of resources, and are implemented consistently across the Trust; and
3.3.3. where serious breaches occur, the causes are identified and appropriate action is taken.

3.4. Carrying out any other roles or functions as may be delegated to them within policies.

WELLBEING COMMITTEE RESPONSIBILITIES

4. The Wellbeing Committee shall be responsible for:
    4.1. Reviewing and holding to account Trust Leadership for the following parts of the five-year plan:
        4.1.1. Safe Young People
        4.1.2. Shaping Our Young People
        4.1.3. Creating Strong Communities
    4.2. Reviewing and holding to account Trust Leadership for:
        4.2.1. safeguarding;
        4.2.2. inclusion;
        4.2.3. pupil personal development and wellbeing;
        4.2.4. pupil attendance and behaviour;
        4.2.5. suspensions, permanent exclusions and alternative provision arrangements;
        4.2.6. outcomes and support arrangements for vulnerable pupils, including looked-after children and previously looked-after children;
        4.2.7. attendance, persistent absence and severe absence across the Trust;
        4.2.8. staff wellbeing; and
        4.2.9. community engagement.
    4.3. Reviewing trends, outcomes and assurance information relating to safeguarding, attendance, behaviour, inclusion and wellbeing across the Trust. Adopting relevant Trust policies in line with the Board of Trustees approved review schedule, and seeking assurance from Trust Leadership that policies:
        4.3.1. meet statutory and regulatory requirements and align with the Trust's vision, mission and values;
        4.3.2. are effective, make good use of resources, and are implemented consistently across the Trust; and
        4.3.3. where serious breaches occur, the causes are identified and appropriate action is taken.
    4.4. Carrying out any other roles or functions as may be delegated to them within policies.

AMENDING THE TERMS OF REFERENCE

5. The Board of Trustees shall annually review their Committee Terms of Reference.
6. Any amendment that would alter the responsibilities or membership sections of these to the Terms of Reference must be approved by the Board of Trustees.
7. Any amendments to the meeting procedures section or to terminology may be made by Governance Professional with the approval of the Chair of Trustees.

MEMBERSHIP SECTION

COMMITTEE MEMBERSHIP

8. Each Committee shall be made up of the following persons:
    8.1. a minimum of three Trustees, appointed by the Board;
    8.2. up to three co-opted members, appointed by the Committee in accordance with ToRs 9.
    8.3. Trustees shall constitute the majority of members of every Committee at all times.
    8.4. No vote shall be taken at a Committee meeting unless the majority of members present and entitled to vote are Trustees.

APPOINTMENTS

9. The Committee (or the Board of Trustees) may appoint the following:
    9.1. up to three co-opted members provided they:
        9.1.1. are not disqualified
        9.1.2. have duly considered the skills they will bring to the Committee.
10. All co-opted member appointments will be for a term of up to four years.

Reviewed:	
Next Review:	

MEMBER INDUCTION, TRAINING AND RECORDS

11. For all new Trustees and Co-opted members, the Trust will be responsible for issuing a pack containing the following:
    - 11.1. Letter of appointment
    - 11.2. member details form
    - 11.3. Self-Declaration form
    - 11.4. Register of Interests form
    - 11.5. Code of Conduct
    - 11.6. LCT Articles of Association
    - 11.7. Committee ToRs
    - 11.8. List of training to be completed
    - 11.9. Dates of the next LCT New Governor Training.
    - 11.10. List of meeting dates.
    - 11.11. Ensuring an Enhanced Criminal Record Certificate is completed.
12. All new Trustees and co-opted members will be expected to complete induction requirements and return required documentation within three months of appointment.
13. Failure to complete induction, training, declarations or governance requirements may be referred to the Board of Trustees for consideration as part of its duty to ensure effective governance.
14. The Governance Professional will be responsible for using this information to keep the DfE's 'Get Information about Schools' (GIAS), Trust website and LCT central records up to date.

MEMBER DISQUALIFICATION

15. Trustees, co-opted members and other non-trustee committee members must remain eligible to hold office in accordance with the Articles of Association.
16. A Trustee, co-opted member or other committee member shall cease to hold office if they become disqualified under the Articles of Association or any applicable legislation.
17. Without limitation, this includes circumstances where an individual:
    - 17.1. becomes subject to bankruptcy or director disqualification restrictions;
    - 17.2. is disqualified from acting as a charity trustee;
    - 17.3. is convicted of a Serious Criminal Offence;
    - 17.4. fails to satisfy safeguarding, suitability or disclosure requirements; or
    - 17.5. otherwise becomes disqualified under the Articles of Association.
18. Committee members who are not Trustees shall be subject to the same disqualification provisions that apply to Trustees where required by the Articles of Association.
19. Any individual who becomes, or believes they may have become, disqualified from holding office must notify the Governance Professional as soon as reasonably practicable.
20. Failure to complete mandatory induction, safeguarding training, declarations or governance requirements may be referred to the Board of Trustees for consideration as part of its duty to ensure effective governance but shall not of itself constitute a disqualification unless provided for within the Articles of Association.

MEMBER RESIGNATION AND REMOVAL

21. A Trustee or co-opted member may resign from office by giving written notice to the Governance Professional.
22. Trustees may only be removed from office in accordance with the Articles of Association.
23. Co-opted members may be removed from office by the appointing committee or the Board of Trustees where:
    - 23.1. they cease to meet the requirements of the role;
    - 23.2. they have acted in breach of the Trust's Code of Conduct;
    - 23.3. their conduct is inconsistent with the Nolan Principles of Public Life; or
    - 23.4. their continued membership is not considered to be in the best interests of the Trust.
24. Before any decision is made regarding the removal of a co-opted member:
    - 24.1. the matter shall be specified as an item of business on the agenda;

24.2. the individual shall be given at least 14 days' written notice setting out the reasons being considered;
24.3. the individual shall be given the opportunity to make representations; and
24.4. the decision shall be made by those entitled to vote, with the individual concerned taking no part in the decision and not counting towards the quorum for that item.

25. Any vacancy arising from resignation, removal or disqualification shall be reported to the Governance Professional and filled in accordance with the Articles of Association and these Terms of Reference.

CHAIR AND VICE CHAIR OF BOARD COMMITTEES

26. The Committee (or Board of Trustees) shall appoint a Chair and Vice Chair for a length of time to be determined at the time of appointment.
27. For Committee Chairs and Vice Chairs only, the Committee may at any time remove either the Chair or Vice Chair from office by majority vote and appoint another member in their place.
28. The Chair or, if the Chair is unreachable, Vice Chair shall have the power in the event of an emergency to carry out any function or power of the Committee if all of the following conditions are met:
    28.1. not acting immediately would be detrimental to School and Trust;
    28.2. it is not possible to call an Committee meeting in the time available;
    28.3. it is not possible for a decision to be taken by the Committee in accordance with ToRs 53-54 in the time available.
29. Any use of emergency powers must be reported to the Committee as soon as possible and formally noted in the minutes of the next meeting.

CLERK OF BOARD COMMITTEES

30. The Governance Professional may undertake the role of clerk to the Committee or appoint another person to perform that role.
31. The Governance Professional may remove the clerk from office at any time.
32. The clerk shall be responsible for:
    32.1. convening meetings in accordance with these ToRs;
    32.2. ensuring that proceedings are conducted in accordance with these ToRs;
    32.3. preparing and making available minutes and papers in accordance with these ToRs.

MEETING PROCEDURES SECTION

CONVENING MEETINGS

33. The Committees must hold a minimum of three meetings in any Academic Year.
34. Any three members may request a meeting by giving written notice to the clerk, and the clerk must convene a meeting as soon as is reasonably practicable.
35. Meetings are to be convened by the Clerk and in exercising this function the Clerk must comply with any direction given by:
    35.1. the Committee;
    35.2. the chair of the Committee, so far as such direction is not inconsistent with any direction given by the Committee.
36. Subject to ToR 37, the Clerk must give written notice of the meeting and a copy of the agenda for the meeting at least seven days in advance to all who are eligible to attend.
37. Where the chair so determines, on the ground that there are matters demanding urgent consideration, it will be sufficient if the written notice of the meeting states that fact and the notice and the copy of the agenda are given within such shorter period as the chair directs.
38. Guests or observers can attend meetings at the discretion of the chair.

PROCEEDINGS AT MEETINGS

Reviewed:	
Next Review:	

39. The quorum for a meeting and for any vote on any matter at such a meeting, is one half (rounded up to a whole number) of the membership (Provided at least one Trustee is present).
40. For the purposes of the quorum the membership does not include vacant positions.
41. Every question to be decided at a meeting is to be determined by a majority of the votes of those present and voting on the question.
42. Where there is an equal division of votes the chair, or, the person acting as chair for the purposes of the meeting, will have a second or casting vote.
43. Co-opted members shall be entitled to vote unless otherwise determined by the Board of Trustees.
44. Co-opted members shall count towards quorum provided the requirements regarding trustee majorities are maintained.
45. Guests or observers attending meetings do not count towards the quorum and are not entitled to vote on any matter being discussed at the meeting.
46. If a Clerk or chair fails to attend a meeting, those present and voting may appoint any one of their number to act as a Clerk or chair for the purposes of that meeting.
47. At the discretion of the chair, any item of business may be discussed at a meeting irrespective of whether the matter is specified as an item of business on the agenda for the meeting subject to the exception of removal of a committee member.
48. Where a person does not receive written notice of a meeting, but it can be proven that the notice was sent, the decisions made at that meeting in their absence will still be valid.

MINUTES AND PAPERS

49. The Clerk must ensure that minutes of the proceedings of a meeting are drawn up and signed by the chair at the next meeting.
50. Subject to confidential matters, the Clerk must, as soon as reasonably practicable, publish for inspection by any interested Trustee, a copy of:
    - 50.1. the agenda for every meeting;
    - 50.2. the signed minutes of every such meeting;
    - 50.3. and any report or other paper considered at such a meeting.
51. The Committee may exclude from any item required to be made available any matter that by reason of its nature they have determined should remain confidential.
52. The Board of Trustees should receive the minutes of Committee meetings.

DECISIONS WITHOUT A MEETING

53. The Committee may take a decision without a meeting by indicating to each other by email (or other electronic means) that they share a majority view on a matter.
54. A decision which is made in accordance with the above shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
    - 54.1. the decision achieves Committee quoracy;
    - 54.2. approval from the majority of Committee members is received by the Clerk;
    - 54.3. following the outcome, the Clerk communicates to all by any means whether the decision has been formally approved;
    - 54.4. the date of the decision shall be the date of the communication from the Clerk confirming formal approval;
    - 54.5. any such matter decided upon without a meeting must be brought to the next meeting for formal note and inclusion in the minutes.

CONFLICT OF INTEREST

55. Whenever a matter is to be discussed at a meeting or decided in accordance with ToR 53 and a Committee member present has a conflict of interest in respect of that matter then they must:
    - 55.1. declare their interest;
    - 55.2. remain only for such part of the meeting as in the view of the others present is necessary to inform the debate;

55.3. not be counted in the quorum for that part of the meeting or decision-making process; and

55.4. withdraw during the vote and have no vote on the matter.

56. If any question arises as to whether a person has a conflict of interest, the question shall be decided by a majority decision of the others present and voting at the meeting.

57. A conflict of interest is defined as any situation in which a person's personal interests or loyalties could, or could be seen to, prevent the person from making a decision only in the best interests of the Academy and LCT.

CODE OF CONDUCT

ACCEPTANCE OF THE CODE

51. All Members, Trustees, Local Governors and committee members on accepting an appointment within the Learning Community Trust's (LCT) governance agree to this code of conduct.

ROLE & RESPONSIBILITIES

52. They agree to:

52.1. accept their role is strategic and leave operational running to management.

52.2. develop, share and live the ethos and values of LCT.

52.3. adhere to the LCT's governing documents, policies and procedures.

52.4. work collectively for the benefit of the LCT.

52.5. be constructive and respectful when holding senior leaders to account.

52.6. only consider what is in the best interests of the LCT when making decisions.

52.7. stand by decisions once they have been agreed.

52.8. only speak or act on behalf of the LCT where they have the authority to do so.

52.9. fulfil the responsibilities of a good employer, acting fairly and without prejudice.

52.10. uphold the LCT's reputation in private communications (including on social media).

DEMONSTRATE COMMITMENT TO THE ROLE

53. They agree to:

53.1. involve themselves actively and accept a fair share of responsibilities, serving on committees or working groups where required.

53.2. make every effort to attend all meetings and, where they cannot attend, explain in advance why they are unable to.

53.3. arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.

53.4. get to know the LCT well and respond to opportunities to be involved in events/activities.

53.5. when visiting an academy, to make arrangements with relevant staff in advance and observe academy and board protocol.

53.6. when visiting an academy in a personal capacity (i.e. as a parent or carer), to continue to honour the commitments made in this code.

53.7. participate in induction training, prioritise training in Safeguarding, and take responsibility for developing their individual and collective skills and knowledge on an ongoing basis.

BUILD AND MAINTAIN RELATIONSHIPS

54. They agree to:

54.1. develop effective working relationships with academy leaders, staff, parents and other relevant stakeholders from the local communities.

54.2. establish effective working relationships with Trustees and Governors.
54.3. express views openly, courteously and respectfully in all communications with Board members and staff both inside and outside of meetings.
54.4. support the Chair in their role of leading the Board and ensuring appropriate conduct.

RESPECT CONFIDENTIALITY

55. They agree to:
    55.1. observe complete confidentiality both inside and outside of the Academy when matters are deemed confidential or where they concern individual staff, pupils or families.
    55.2. not reveal the details of any vote taken.
    55.3. ensure all confidential papers are held and disposed of appropriately.
    55.4. maintain confidentiality even after they leave office.

DECLARE CONFLICTS OF INTEREST AND BE TRANSPARENT

56. They agree to:
    56.1. declare any business, personal or other interest that they have in a matter being considered and abide with the procedures recorded within the ToRs 55-57.
    56.2. declare as soon as reasonably possible if they become aware that they are disqualified from being a Trustee, Local Governor or committee member.
    56.3. act in the best interests of the LCT as a whole and not as a representative of any group.
    56.4. accept that for transparency the following information will be published on website:
        56.4.1. their full names,
        56.4.2. date of appointment,
        56.4.3. terms of office,
        56.4.4. roles,
        56.4.5. attendance records,
        56.4.6. relevant business and pecuniary interests,
        56.4.7. category of trustee/ governor and the body responsible for their appointment.
    56.5. accept this information must be shared with the DfE's for their national database of governors (Get Information about Schools).

BREACH OF CODE

57. Where a breach of the code is suspected to have occurred this should be reported to the Governance Professional who will discuss with the relevant Chair regarding whether action needs to be taken.
58. Where the breach relates to the conduct of a Chair this will be raised with the Chair of Trustees.
59. In determining how to respond the following actions may be considered by the relevant Chair depending upon the severity of the breach:
    59.1. meet to explain how they may have breached the code and remind them of the code.
    59.2. meet to warn them they have breached the code and agree actions to improve standards.
    59.3. propose their removal.