

Terms of Reference for the Board of Directors and its Committees

The Board of Directors

Purpose

Ensure the Trust's compliance with charity and company law, its Memorandum and Articles of Association and, all other applicable legislation, and DfE and EFA requirements relating to the Trust and its academies.

Ensure proper and regular use of public funds and compliance with the Funding Agreement.

Ensure the Trust is solvent, well run, and meets the needs of pupils and staff in its academies.

Act in accordance with the Trust's constitution and powers, promote the success of the Trust, and exercise sound judgement and diligence in all its affairs.

Establish trust-wide and academy key performance indicators (KPIs) : monitor the trust's performance against approved plans and KPIs.

Ensure the trust complies with all matters of regularity, propriety, and value for money in its use of public funds. Ensure all directors have the skills, knowledge, and information to assess the trust's financial performance.

Ensure all managers with trust wide responsibilities have the financial skills, knowledge, and experience to run the trust and its individual academies and to effectively procure and manage its financial, human, and physical resources and assets.

Establish the trust's overall approach to, and policies and procedures for, the procurement of goods, works, and services for the trust as a whole and individual academies within the trust.

Ensure compliance with best practice in procurement, the European Procurement Directive, and the requirements and guidance in the academies financial handbook for regularity, propriety, and value for money in procurement.

Challenge and monitor LGBs on standards and attainment and outcomes for pupils and students in each academy.

Ensure the trust develops policies and procedures to recruit, retain, performance manage, and develop the best staff.

Ensure the trust complies with all legislation and develops and implements sound policies and procedures relating to the employment of staff, ICT, use of buildings and sites, and health and safety, and safeguarding.

Terms of Reference

Governance

- To develop and approve the Trust's mission, strategy and long term business and financial plans for *“advancing for the public benefit education in the United Kingdom by establishing, maintaining, carrying on, managing and developing mainstream Academies offering a broad and balanced curriculum: Alternative Provision Academies, 16-19 Academies, Special Academies ” (EFAT Articles)*.
- To establish trust wide policies and procedures for the operation and performance of all academies within the trust.
- To agree constitutional matters, including procedures where the Board has discretion.
- To hold at least three Board meetings a year; To appoint or remove the Chair and Vice Chair; To appoint any additional directors and to suspend the same; To establish the Committees of the Board, including Local Governing Bodies, and their terms of reference; To appoint the Chair of any Committee including LGBs. To appoint/ dismiss the company secretary and clerk to the Board.
- To decide which functions of the Board will be delegated to Committees including Local Governing Bodies, the Management Team Director, Principals, groups and other individuals: to review the delegation arrangements annually.
- To receive reports from any Committee, including LGBs, or individual or group to whom a decision has been delegated and to consider whether any further action by the Board is necessary.
- To annually review complaints about academies in the trust.
- To ensure all directors undertake training and have support to develop their skills and have a good understanding of school performance, attendance, admissions, and exclusions data. To ensure all directors are kept fully apprised of the performance of the trust's academies at all times.
- To determine and approve KPIs for the trust as a whole and for individual academies: to monitor and evaluate attainment.

- To ensure that KPIs include and identify the attainment of pupils/students with special educational needs and/or disabilities, disadvantaged, underperforming, and priority groups and individuals within pupil /student cohorts; equality matters; staff turnover, attendance; health and safety and safeguarding; the management and use of all financial and other resources; the performance of trust wide services; and the number of governor/director vacancies.

Financial planning, controls, monitoring, and management

- To establish and maintain an up-to-date 3 year financial plan, an investment policy and strategy, and develop proposals for organisational change (i.e. changes in the number of academies, to age ranges, to the size of academies, to the location of academies etc), capital projects, and bids for external funding .
- To appoint bankers and external auditors. To secure appropriate insurances and indemnity.
- To determine and approve a consolidated budget and budgets for each academy and trust wide services and support for each financial year and an end of year financial statements.
- To establish an appeals mechanism for individual academies if GAG is pooled.
- To establish effective and efficient systems and procedures for the financial planning, internal controls and risk assessment, monitoring and management, propriety, audit, and observance and compliance with all financial regulations of the trust, procedures for managing conflicts of interest, and determine the financial scheme of delegation to the Management Team Director and Finance Director and individual academies.
- To establish banking arrangements. To appoint external auditors, consider and determine any action on audit reports. To approve all annual returns to the EFA, Companies House for submission and for publication on EFAT's website.
- To receive a budget position statement, including virement decisions and significant anomalies from the anticipated position, at least termly.
- To approve the trust's overall policy and procedures for procurement. To ensure a competitive tendering policy is in place and is applied for all relevant procurement.

- To determine which goods, works, and services will be procured centrally on behalf of all academies in the trust and determine which goods, works, and services may be procured, in line with the trust's procurement and competitive tendering policy and any framework agreements, by the Local Governing Bodies of individual academies.
- To maintain a trust-wide up-to-date list of contracts and assets and an inventory of all furniture, equipment, machinery, vehicles, and plant.
- To approve a scheme of delegation for all procurement activity and a manual of guidance and ensure all staff engaged in procurement have the appropriate skills and training to effectively procure and manage contracts for goods, works, and services.
- To ensure that any contracts for services provided by the sponsor, or bodies related to the sponsor through shared ownership or governance, are properly procured and represent value for money.
- To ensure that sponsor fees and consultancy rates included within contracts are provided with no element of profit, are reasonable, represent value for money and are good use of public funds.
- To seek prior, written permission from the EFA, and, if required, approval from HM Treasury, for any situations where a transaction is irregular, improper, or does not provide value for money.

Education and Achievement

- To establish arrangements for securing school improvement services and support for academies and arrangements for supporting and challenging the Management Team Director and Principals.
- To regularly and frequently receive reports from LGBs on the performance of each academy in line with KPIs and the impact of school improvement plans: to take action to improve performance if required.
- To approve and keep under review the trust's admissions policy and oversubscription criteria. To make arrangements for securing independent admission and independent review panels for exclusions.

Human Resources

- To appoint and determine the remuneration of, and performance management arrangements for, the Management Team Director and Principals of academies:

Principals will be appointed and appraised in consultation with Chairs of Local Governing Bodies.

- To determine and keep under review all matters relating to the employment of staff to include:
 - The approval of trust-wide policies, procedures, and plans to recruit, retain, pay, performance manage, and develop staff and their terms and conditions of employment; arrangements for record keeping and pensions; and the policy and procedure for severance.
 - The approval of staffing structures for central/ trust wide staff in consultation with the Management Team Director.
 - To approve and keep under review a performance management policy for all staff.
 - To approve attendance, discipline, capability, grievance procedures.
 - To determine Industrial relations matters.
 - To approve arrangements for workforce succession planning.
 - To annually review the remuneration of all staff in the trust.
 - In respect of the Management Team Director, to authorise/ approve salary increases in line with the trust's remuneration policy: in respect of Principals to do so in consultation with the Chairs of LGBs.

Buildings and Sites, Health and Safety and ICT

- To consider the general view of the condition of the trust's academy buildings and sites, and ICT infrastructure and to approve plans for and allocate funding for the maintenance, improvement and expansion of buildings and ICT infrastructure.
- To approve plans for the purchase or disposal of any freehold property, and for the granting or taking up of leasehold or tenancy of land or buildings.
- To ensure full compliance with all relevant health and safety legislation- to approve trust wide policies and procedures relating to buildings and sites, health and safety and ICT: to ensure the implementation of health, safety and security, and data protection policies and procedures.
- To approve trust-wide policies/ procedures/ plans relating to buildings and sites, health, safety and security, and ICT.

Responsibilities delegated to the Management Team Director.

The Management Team Director has delegated powers and duties in respect of the overall leadership, management, and achievement of the trust. These are set out in Appendix 4

Membership of the Board- See the list of current directors.

Term of Office- Non Executive Director- 4 years. MTD- no time limit whilst in post. Directors can be re elected or re-appointed if still eligible.

Organisation- Chair and Vice Chair appointed annually. Terms of Reference, constitution, and membership- reviewed annually. Quorum: 3 or one third of the total number of directors if greater. Two thirds required to appoint or remove a director. To hold at least 3 meetings a year.

Audit and Risk Committee

Purpose

Establish and keep under review arrangements for checking the trust's financial controls, systems, transactions, and all risks.

Ensure the development of, and keep under review, a business continuity plan and comprehensive risk assessment, risk register, and risk mitigation plan.

The Audit and Risk Committee is a Committee of the Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.

The Audit and Risk Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Management Team Director and/or Chair of the Board. However, the Audit and Risk Committee may not incur expenditure in excess of £5,000 per annum in doing so without the prior approval of the Board.

Terms of Reference

Financial Planning, Controls, Monitoring, Management, Propriety, Audit, and Value for Money

- To review the risks to internal controls and agree a programme of work that will address these risks. Monitor and evaluate and report to the Board the impact of this work.

- To recommend to the Board the most appropriate way of carrying out risk review and the checking of financial controls in line with the trust's stage of development and size- recommend either:
 - The work of an **internal audit service**
 - The performance of a supplementary programme of work by the **trust's external auditors**
 - The work of a **responsible officer** - a non-executive director in an unpaid capacity with an appropriate level of qualification and/or experience
 - By **peer review**

To establish and monitor the effectiveness of this approach. To keep under review the appropriateness of this approach as the trust develops and grows: to make recommendations to the Board for any change in approach.

- To ensure any recommendations for improvement by external auditors, internal audit review, or by external agencies e.g. the EFA or DfE, once agreed by the Board, are carried out. To monitor and evaluate the impact of actions taken.
- To monitor the integrity of the financial statements of the trust, including its annual report, and preliminary results. To review financial returns in advance of their submission to regulators.
- To review and challenge where necessary:
 - The consistency of, and any changes to, accounting policies annually and over time;
 - The methods used to account for significant or unusual transactions where different approaches are possible;
 - Whether the trust has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor;
 - The clarity of disclosure in the trust's financial reports and the context in which statements are made; and
 - All information presented with the financial statements, such as the operating and financial review and the corporate governance statement.
- To keep under review the scope, adequacy and effectiveness of the trust's internal financial controls, including internal audit and internal control and management systems.

- To receive termly reports from the trust's management and the chosen internal audit arrangements on the effectiveness and integrity of those systems.
- To report to the Board on value for money of the trust on a regular basis.
- To review the timeliness of, and report on, the effectiveness of corrective action taken by the trust's management.
- To review and approve the statements on regularity, propriety, and compliance by the Accounting Officer to be included in the annual report concerning internal controls and risk management, prior to consideration by the Board.
- To receive reports from external bodies for example the EFA and NAO, and comment on, and make recommendations to the Board on, any issues raised, management responses, and actions to be taken. To ensure any action plans are implemented: monitor the impact of any action taken.
- To develop, for the Board's approval, and keep under review the trust's codes of conduct/ practice, ethics, and related corporate responsibility policies and how these are communicated and monitored.

Risk Management and Business Continuity

- To ensure the development of and, once approved by the Board, keep under review a comprehensive risk assessment, risk register, risk mitigation plan, and a business continuity plan. To report to the Board at least termly on risk and annually on the trust's business continuity plan.
- To establish arrangements for regularly reviewing risk and actions taken to mitigate risk- including the nature and extent of significant strategic risks that the trust is willing to take in achieving its objectives.
- **Whistle blowing-** To keep under review the adequacy of the trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters: to report any concerns to the Board.

Membership

Members of the Audit and Risk Committee shall be appointed by the Board and shall be made up of at least 3 directors. Additionally, up to two external co-opted members may be appointed provided there is not an even number of directors/members.

Whenever possible a majority of all directors of the Audit and Risk Committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience.

The Board shall appoint the Audit and Risk Committee Chair who shall be an independent non-executive director.

Only members of the Audit and Risk Committee have the right to attend Audit and Risk Committee meetings. However, senior staff such as the Management Team Director, Finance Manager and other individuals (including representatives of external advisers) may be invited to attend all or part of any meeting as and when appropriate, but not vote.

The external auditors will have a right to attend meetings of the Audit and Risk Committee on a regular basis.

Term of Office- Director and co-opted members- 4 years. Directors/ co-opted members can be re-elected or re-appointed.

Organisation- Chair appointed annually. Terms of Reference, constitution, and membership- reviewed annually. Quorum: 3 of which the majority must be directors. To meet at least 3 times a year, and additionally as and when required as determined by the committee.

Professional Advisers to the Committee- Management Team Director, Finance Director, Internal Audit provider, Project Director.

Ad-hoc Hearings and Appeals Committees

Purpose

To form first stage and appeals committees for relevant staffing matters. Report outcomes to the Board for ratification.

Terms of Reference:

- To make any decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy **hearings and appeals-** where the Management Team Director is the subject of the action.
- To make any decisions under the Board's personnel procedures e.g. disciplinary grievance, capability, redundancy **hearings and appeals-** relating to any member of central/ trust wide staff other than the Management Team Director (*unless delegated to the Management Team Director*)
- To make any **appeal hearing** decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy appeals- relating to academy Principals
- To make any decisions relating to a review of how a Local Governing Body handled a complaint about the operation of an academy in line with the trust's complaints procedure.

Membership – Members of Ad-hoc Hearings and Appeals Committees shall be appointed by the Board and shall be made up of at least 3 members. No person may sit on both committees.

Disqualification – The Management Team Director and any director with any direct involvement in the focus of any grievance, disciplinary, or capability, redundancy or any other relevant matter.

Organisation- Chair appointed for each hearing/ appeal hearing. Terms of Reference, membership, and constitution-reviewed annually. Quorum: 3

Professional Advisers to the Committee- HR services provider.