



## Trust Board – Terms of Reference

### Responsibilities

- Determine the strategic direction, vision and ethos of the Trust and approve the operational plans to achieve them;
- Establish and review the membership and leadership of the Trust Board and its committees, governance structure, instrument of government, terms of reference and constitution of the Trust sub-committees;
- Exercise overall responsibility for the administration of the finances of the Trust and its Schools as prescribed in educational directives and the Funding Agreement between the Trust and the DfE and in the Trust's Articles of Association;
- Agree constitutional matters, including amendments to the Funding Agreements and any supplementary Funding Agreements;
- Appoint professional advisers to the Trust including auditors;
- Approve fundraising strategy including policy for acceptable donations;
- Monitor and evaluate the performance and compliance of the Trust;
- Ultimate accountability for the safeguarding of student and health and safety;
- Approve core educational policy and ethos, the curriculum, behaviour and discipline, school self-evaluation and the inspection regime;
- Responsibility for the attainment and progress of the students at its Schools;
- Ensuring all Schools are able to meet the Ofsted criteria.

### Proceedings

- The Chair and Vice-Chair of the Trust Board must be appointed annually at the first meeting of the Trust Board in each School Year. A trustee who is employed by the Trust is not eligible for election as Chair or Vice-Chair.
- The Chair or Vice-Chair may resign his or her office at any time by giving notice to the Company Secretary and shall cease to hold office if they:
  - cease to be a director of the Trust
  - are employed by the Trust
  - are removed from office in accordance with the articles of association
  - in the case of the Vice-Chair, if they are elected to the office of Chair
- Where a vacancy for Chair or Vice-Chair arises, the trustees shall elect a replacement from their number to fill the vacancy at their next meeting
- Where the Chair is absent from a meeting of the Trust Board, the Vice-Chair shall act as Chair at that meeting. Where the Vice-Chair is also absent, the directors shall elect one from their number to act as Chair for that meeting, provided that it may not be a director who is also employed by the Trust.
- Quorum for a meeting of the Trust Board shall be the greater of three directors or one third of the total number of directors (rounded up to the nearest whole number)

## Policies

While the Trust Board retains overall responsibility for all of the policies of the Trust, it has delegated responsibility for approval and monitoring of the majority of policies to committees and management, as set out in the Trust Policy Register.

## Committees of the Trust Board

- The terms of reference of each committee of the Trust Board must be approved by the Trust Board and reviewed each year. They provide the sole, agreed framework within which each committee operates.
- The membership of each committee will be agreed on an annual basis at the first meeting of the Trust Board in the Michaelmas Term. Any member of the Trust Board may attend meetings of committees.
- The chair of each committee is elected by the Trust Board on an annual basis at the first meeting of the Trust Board in the Michaelmas Term.
- In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the committee, the chair of the Trust Board, in consultation with the chair of the committee, will take appropriate action on behalf of the committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Trust Board.

**Approved at Trust Board in November 2019**  
**Agreed by Trust Board, 17 November 2020**

## Finance, Audit and Resources Committee – Terms of Reference

### Responsibilities

- To review the financial performance of the Trust and the safeguarding and use of its assets.
- To review the structure, remuneration and performance management of staff employed by the Trust and the recruitment and retention of key staff.
- To maintain an oversight of the Trust's financial, governance, risk management and internal control systems.
- Oversee monitoring procedures for policy review and assurance testing.
- Overview of the School's Health and Safety responsibilities.

### Authority

- The committee has such executive powers as delegated to it by the Trust Board.
- It is authorised by the Trust Board to investigate any activity within its terms of reference, engage any professional advisers and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its enquiries.

### Purposes

#### Financial

- Advise the Trustees on the use of all its assets, resources and investments and ensuring financial and other strategies are in place for the best use of these resources;
- Receive, review and report on budgets of all Trust activities, as well as on periodic management accounts, forecasts and cashflow projections and recommend approval where necessary by the Trustees;
- Receive and report upon capital expenditure budgets for each school and approve expenditure as outlined in the Finance Policy or recommend its approval by Trustees as necessary;
- Review the annual accounts of the Trust and recommend approval to the Trust Board.
- Review all management, financial and administrative procedures of the Trust;
- Monitor and review financial commitments for significant contracts related to buildings and ICT;
- Responsibility for the review of central services;

#### Human Resources

- To review the staffing structure and pay scales of the schools and make recommendations to the Trust Board on any proposed changes, as appropriate;
- Undertake annual regular review of staff wellbeing and the effectiveness of staff recruitment and retention strategies and policies;

- To ensure that succession planning for staffing and governance within the Trust is being considered by management;
- To review and recommend to the Trust Board staff cost budgets and proposed pay increases;
- In conjunction with the Foundation HR department, to ensure compliance with statutory requirements and policies for all staffing matters;
- Annual review of the performance management process of the Trust and review of pay progression decisions;
- Regularly review the membership, skill sets and structural make up of the Board and sub-committees and make recommendations to the Trust Board on any proposed changes

### **Audit**

- Oversee the trust's risk register and conduct a regular review of risks
- Review all systems and methods of control both financial and otherwise including risk analysis and risk management; and ensure the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.
- Agree an annual programme of internal scrutiny for checking financial systems, controls, transactions and risks, ensuring that this delivers objective and independent assurance.
- Provide assurance to the Trust Board that risks are being adequately identified and managed
- Advise the Trustees on the adequacy and effectiveness of the Trust's systems of internal control and governance processes, securing economy, efficiency and effectiveness (value for money)
- Consider the appropriateness of actions taken following internal audit/internal scrutiny reviews and advise management on any additional or alternative steps to be taken
- Advise the Trust Board on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit)
- Monitor the effectiveness of auditors
- Review the findings of the external auditors (including Audit Findings Report and Management Letter) and agree any action plan arising from it
- Ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant
- Ensure that additional services undertaken by the auditors are compatible with the audit independence and objectivity
- Consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- Monitor procedures for policy review and assurance testing

### **Other matters**

- Monitor and oversee the school's compliance with Health and Safety requirements
- Oversee the Trust's property management strategy and capital funding bids for property improvements
- Carry out such other tasks as from time to time they are required to do by the Trust Board;
- Undertake the review of policies delegated to this committee

## Membership and attendance

- The committee shall consist of the following members:
  - At least three members of the Trust Board.
  - Up to three other individuals (but always at least one fewer than the number of Trust Board members) may be co-opted onto the committee for a period of up to four years. Such members can be re-appointed for a further second four year period. After eight years of service, such members may continue, but must be reappointed annually.
  - The Chair shall be appointed by the Board, but should not be the Chair of the Trust Board
- The majority of the members of the committee must be members of the Trust Board and no vote on any matter must be taken by the committee unless the majority of the members present are members of the Trust Board.
- In accordance with the Academies Financial Handbook, staff employed by the Trust should not be members of the Audit Committee, but may attend to provide information and participate in discussion;
- The Accounting Officer and the Chief Financial Officer will normally attend meetings of the Committee. The external auditors may attend or request a meeting if they consider it necessary;
- The quorum for a meeting is a minimum of two members of the Trust Board.
- The committee will meet as often as is necessary to fulfil its responsibilities and at least once each term. The clerk to the committee will circulate an agenda for each meeting and papers at least a week before the committee meeting.
- The committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including parents and members of the Trust staff who are not governors.
- Trust Board members who are not members of the Committee will have the right of attendance. In the absence of the chair the committee will elect a replacement for the meeting among the members of the Trust Board present at the meeting.

## Reporting

- Attendance at each committee meeting, issues discussed and recommendations for decisions will be recorded in the minutes of the committee. Minutes will be tabled at the following committee meeting for approval.
- The minutes will also be included in the papers for the next meeting of the Trust Board to provide information to the Trust Board and to seek ratification of decisions and recommendations.
- The Chair of the committee will be responsible for reporting to the Trust Board any important matters arising.

## Policies

The Committee has delegated responsibility for approval and monitoring of those policies as set out in the Trust Policy Register.

## Nominations Committee – Terms of Reference

### Constitution

- The Committee shall comprise of the Chair of Trustees, Vice Chair of Trustees, Chair of Finance, Audit and Resources Committee, , the Chief Executive and other Trustees as the Committee shall decide. Only members of the Nominations Committee have the right to attend committee meetings. However, other individuals such as members of the Trust Leadership Group, Head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- Appointments to the Committee shall be for the period for which the Trustee continues to hold office or as agreed with the Chair.
- The Committee will be chaired by the Chair of Trustees, or in their absence the Vice Chair. In the absence of both the Chair of Trustees and the Vice Chair, the remaining members present shall elect one of their number to chair the meeting.
- The Chair of Trustees shall not chair the meeting when it is dealing with the matter of succession to the Chairmanship. If the Chair of the meeting is not the Chair of Trustees, then that person should not chair the meeting when dealing with the matter of succession of their own position.

### Responsibilities

- Regularly review the structure, size, composition and succession planning (including the skills, knowledge and experience) required of the Board and its committees compared to its current position and make recommendations to the Board with regard to any changes.
- Be responsible for identifying and nominating for the approval of the Board, candidates to fill Trustee or Committee member vacancies as and when they arise, considering candidates from a wide range of backgrounds on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
- Be responsible for overseeing the re-appointment and re-election of any Trustee or Committee member under the retirement provisions in the Articles

of Association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

- Make recommendations as appropriate with regard to any matters relating to the continuation in office of any Trustee or committee members at any time including the suspension or termination of service of a Trustee or committee member.
- Periodically review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- Obtain, at the SET's expense, outside legal or other professional advice on any matters within its terms of reference if it deems such advice necessary.

Review the salary of the Chief Executive on an annual basis.

Current Version, updated 9 Nov 2020

Agreed by Trust Board 17 November 2020

## Local Advisory Bodies – Terms of Reference

### Responsibilities

- The Trust Board has established a Local Advisory Body (LAB) for each SET School;
- The LAB will have no executive authority; its capacity is advisory;
- The purpose of a LAB is to support and advise the HT with the aim of improving the relevant SET School. The LAB will be kept informed about all aspects of the school and will make recommendations to the HT and Chair of the LAB, as appropriate;
- To provide a local perspective regarding the effective operation of the school.

### Purposes

- Support the HT and contribute the following areas in relation to the specific SET School:
  - implementation of the Trust vision and ethos;
  - curriculum and education model, including developing and nurturing effective business links to promote careers education, success and aspiration;
  - implementation of the individual school development plan;
  - local inclusion provision, including the Accessibility Plan.
- Undertake duties with regards to community relationships and marketing, including attendance at Trust / school / community events, etc. In particular, to:
  - work with staff, students and parents/carers to celebrate all achievements at the school;
  - support the SET School to effectively communicate to all its stakeholders to promote inclusion;
  - make the school a hub of the community and organise and host local community forum events;
  - support student recruitment, transition and transfer;
  - help with fundraising.
- To give focus to Staff wellbeing;
- To act as an ambassador for the SET School;
- Nominate an appropriate member of the LAB to act as an occasional member of any relevant initial or appeals panels as necessary when dealing with student or staff complaints or disciplinary matters.

### Membership and attendance

- Each LAB should consist of the following members:
  - Chair;
  - The HT of the relevant SET School
  - A Trustee with special interest in the school;
  - Two parents of pupils at the relevant SET School (to be elected by parents of registered pupils at the school);
  - Up to four other individuals may be co-opted onto the LAB for a period of up to three years;

- A member nominated by the "friends of" group.
- Elected parents and co-opted individuals will be members of the LAB for a period of up to three years. Such members can be re-appointed for a further, second, three-year period. After six years of service, such members may continue, but must be reappointed annually. The quorum for a meeting is a minimum of three members of the LAB;
- Each LAB will meet as often as is necessary which is likely to be once a term;
- Members will be given the option to sit on additional SET School sub-committees.

### **Reporting**

- Attendance at each meeting and a summary of the actions points will be recorded. The action points recorded will be circulated to the Trust Board. The Chair of the LAB will be responsible for reporting to the Trust Board any important matters arising.

### **Frequent Absence**

Should a member submit apologies for, or not attend, more than two consecutive meetings the Chair will seek confirmation of the member's commitment. If that confirmation is not forthcoming, then membership of the LAB will be withdrawn.

Current version, updated October 2019