

# **Board of Trustees**

## **Terms of Reference**



## **The Harrowby/National Academies Trust**

**Approved by Board of Trustees on: 15th September 2020**

**Date of Review: 15th September 2020**

**Date of Next Review: September 2021**

The Board of Trustees of The Harrowby/National Academies Trust (referred to as the Trust throughout this document) has responsibilities delegated by the Members of the Trust under the Articles of Association.

The Board of Trustees manages its responsibilities through a committee structure comprising:

- Audit Committee
- Pay Committee
- Staffing, Curriculum and Standards (SCS) Committee
- Strategic Planning and Finance (SPF) Committee

Additionally, panels will be convened as necessary to consider Behaviour, Complaints, Data Breach, Staff Capability, Conduct or Grievance matters or to hear subsequent Appeals, in accordance with relevant Policies.

## **MEETING ARRANGEMENTS**

- Business may be conducted and decisions taken only when meetings are quorate.
- Meetings of the Board of Trustees shall be quorate when one third (rounded up) of Trustees currently appointed, is present.
- Meetings of the SPF Committee and SCS Committee shall be quorate when one third (rounded up) of Trustees making up each Committee, is present.
- Meetings of the Audit Committee and of the Pay Committee shall be quorate when two Trustee Committee members are present. Neither the Chair of the Board of Trustees nor Staff Trustees are eligible to be members of the Audit and Pay Committee.
- If, during any meeting, attendance drops below the number specified for a quorum, the Clerk will so indicate and a further meeting should be arranged in accordance with the Articles to conclude the agenda.
- Staff members, or other advisors, may be invited to attend meetings to provide information and insight on agenda items.
- Attendees at any meeting have no voting entitlement.
- A Trustee attending a Committee meeting as an observer has no voting entitlement.
- The Clerk to the Board of Trustees will clerk all meetings of the Board, its Committees and Panels.
- The Agenda will be agreed in advance with the Chair of Trustees and Committee Chairs as appropriate, based on, but not limited to, a pre-agreed annual cycle of activity.
- Agendas and supporting papers will be circulated to all Trustees and attendees at least 7 calendar days (5 working days) prior to the date of the meeting.
- Once approved by the Chair of Trustees or Committee Chair, draft Minutes from meetings\* will be circulated to all Trustees and attendees (except confidential Minutes, which may be tabled to only those present for the relevant item) within 7 calendar days (5 working days) of the date of the meeting.

\*Draft minutes from Audit and Pay Committees will be restricted to Committee Members only with relevant sections circulated to attendees as authorised by the Committee Chairs.

The Board of Trustees will take a strategic role, support and challenge the Trust and be accountable for its decisions. It will set aims and objectives and agree, monitor and review Policies, targets and priorities throughout the year.

The remit of the Board of Trustees includes the following, which MAY NOT be delegated to any other Committee or individual. Note should be taken of statutory guidance in the current edition of the DfE Governance Handbook or successor document and clarification sought from independent professional advisors, as necessary, on matters of constitutional compliance or best practice.

The Scheme of Delegation reflects all statutory duties of the Board of Trustees.

## **GENERAL**

- To hold a minimum of THREE meetings annually.
- To agree constitutional matters, including procedures where the Board of Trustees has discretion.
- To determine the membership of all Committees and to assign specialist area responsibilities to individual Trustees (eg Safeguarding/SEND/Disadvantaged Pupils etc) in advance of or at the outset of each academic year, as convenient.
- To review the delegation arrangements annually ensuring that Terms of Reference are in place for any Committee, group or individual to whom powers are delegated.
- To receive regular reports from any such delegation and decide on any further action by the Board of Trustees.
- To approve the first formal budget plan of the financial year and ensure timely presentation to the ESFA.
- To keep statutory Policies and their implementation under review and make modifications where appropriate.
- To appoint or remove the Chair of Trustees and Vice Chair of Trustees.
- To appoint the Executive Headteacher.
- To appoint or remove the Clerk to the Board of Trustees.
- To recruit and appoint new Trustees as vacancies arise, in accordance with provisions in the Articles.
- To suspend a Trustee.
- To disqualify a Trustee where he/she no longer qualifies as a Trustee, in particular, does not attend meetings (whether full board or committee) for a period of 6 months.
- To liaise with the Lincoln Diocesan Board of Education on all matters over which it has influence.
- To ensure that all required information relating to the Board of Trustees is made available via the Trust websites.

Where Committees have delegated powers for areas of the Trust's business, this is deemed to include decision making on behalf of the Board of Trustees unless legislation (eg the approval of particular Policies, as indicated by the DfE) or a resolution by the Board of Trustees requires otherwise.

A Committee may vote to refer items back to the Board of Trustees if it concludes that the matter requires executive consideration.

The Board of Trustees will receive reports from Committees on points of discussion and decisions made at each of its meetings.

## **COMMITTEES**

- Each Committee will elect a Chair at its first meeting of each academic year.
- In the absence of the elected Committee Chair at a meeting, a temporary replacement will be elected by Committee Members for that meeting.
- The Chair of each Committee will have a casting vote in the event of a tie.

## **STAFFING, CURRICULUM & STANDARDS COMMITTEE (SCS)**

This Committee will comprise a minimum of 3 Trustees with the Executive Headteacher and Chair of Trustees in attendance.

### **STAFFING**

- To consider in detail, the best means of fulfilling the Trust's responsibility to ensure sound management of the Trust's Human Resources (HR).
- To review and recommend HR policy and strategy and to monitor the impact on organisational performance.
- To develop, review and oversee the implementation of the Trust's personnel policies and to monitor the impact of these via Key Performance Indicators (KPIs), ie in relation to such matters as staff turnover, sickness absence, recruitment, grievances and employee satisfaction.
- To keep under review staffing structure in consultation with the Executive Headteacher and present to the Board of Trustees for approval annually.
- To ensure approval is sought from the Board of Trustees to recruit new or additional staff, having regard to the operational needs and available resources of the Trust at the time vacancies occur.
- To keep under review arrangements for staff work/life balance, working conditions and well-being, the development and implementation of which will be for the Executive Headteacher and SLT.
- To receive reports from members of staff about matters relating to any of the issues listed in these Terms of Reference.

### **CURRICULUM**

- To ensure provision of a balanced National Curriculum and an annual programme of monitoring and evaluation of standards and improvement.
- To receive reports from the Executive Headteacher and SLT on changes to National Curriculum together with indicative proposals for implementation.
- To contribute to and monitor the Academy Development Plan (ADP).
- To receive and consider responses to reports from the Executive Headteacher relating to National Curriculum assessments, including SATS results to an agreed reporting schedule.
- To receive reports concerning pupils to whom the National Curriculum is dis-applied.
- To monitor the impact of narrowing the gap for all vulnerable and disadvantaged pupil groups, ensuring appropriate reports are published as necessary in respect of targeted funding (eg Pupil Premium, Sports Premium).

## **SAFEGUARDING**

- To ensure there is a robust policy in place and that it is implemented effectively.
- To establish agreed arrangements for appropriate training in safeguarding matters for all staff and Trustees and receive a report annually on this.
  
- To require that Safeguarding is a standard item and reported on at every meeting.
- To support the named Trustee for Safeguarding.

## **SEND**

- To ensure that the Trust meets its statutory responsibilities for pupils with Special Educational Needs and/or Disabilities by ensuring a robust policy is established, with regular review of its impact, and receipt of regular monitoring and evaluation reports.
- To ensure there is appropriate policy and good practice to support pupils who are more able and that their achievements are recognised and celebrated.
- To support the named Trustee for SEND and More Able and Talented Pupils.

## **COMMUNITY**

- To ensure that statutory information is published in a timely and accessible way and kept up-to-date.
- To monitor communications with parents/carers including newsletters.
- To provide support for those with responsibility for the content of the Trust's websites and social media platforms.

Where Committees have Delegated Powers for areas of the Trust's business, this is deemed to include decision making on behalf of the Board of Trustees unless legislation (eg the approval of particular Policies, as indicated by the DfE) or a resolution by the Board of Trustees requires otherwise.

A Committee may vote to refer items back to the Board if it concludes that the matter requires executive consideration.

The Board of Trustees will receive reports from Committees on points of discussion and decisions made at each of its meetings.

## **STRATEGIC PLANNING AND FINANCE COMMITTEE (SPF)**

This Committee will comprise a minimum of 3 Trustees with the Executive Headteacher and Chair of Trustees in attendance. Heads of School, School Business Manager and Finance Officer will routinely attend.

## **FINANCE**

- To contribute to development planning through regular review and monitoring of spending, with emphasis on priorities identified in the Academy Development Plan (ADP).
- To provide appropriate guidance and assistance to the Executive Headteacher, SLT and Finance staff on all finance matters, including annual budget preparation.

- To make recommendations to the Board of Trustees for approval of annual draft budget or other variations to existing budget, in accordance with the Finance Policy.
  - To monitor income and expenditure on all delegated funds, through the provision of financial budget reports and KPIs, making recommendations as necessary for adjustments to prevent any overspend.
  - To receive and keep under review financial forecasts for 1-5 year periods, taking note of and considering responses to significant influencing factors.
  - To receive and respond as appropriate to periodic audits of delegated funds.
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- To ensure that an annual audit takes place of any other funds (eg School Fund) and receive subsequent reports, making recommendations as necessary.
  - To annually approve the Finance Policy, ensuring financial regulations for the Trust are adequately reflected therein and implemented effectively.
  - To report regularly on finance matters to the Board of Trustees, seeking endorsement of significant decision made.

## **PREMISES**

- To provide support and guidance to the Executive Headteacher on all matters relating to the premises, grounds, security and Health and Safety.
- To exercise strategic responsibility regarding the condition, repair, extension or alteration to premises, monitoring maintenance and upkeep programmes.
- To participate in an inspection of the premises and grounds annually and receive a statement of priorities for future maintenance and development for approval.
- To consider major projects as appropriate and authorise works as deemed necessary.
- To determine the use of premises outside of school session times and to approve a scheme of charges and policy for external users.

## **HEALTH AND SAFETY**

- To ensure the Trust complies with Health and Safety regulations, including that a regular audit or risk assessment is undertaken and to approve actions as required.
- To ensure arrangements are in place for the dissemination of Health and Safety advisory information to all users of the premises, including staff, pupils and visitors.
- To promote co-operation among all employees at the Trust to achieve and to maintain a safe and healthy workplace for staff, pupils and visitors.
- To examine safety inspection reports and to approve recommended remedial actions.
- To monitor accident and fire drill reports, taking appropriate advice for improved practice.
- To ensure regular reports on Health and Safety matters are made to the Board of Trustees, seeking endorsement of significant decisions made.

## **AUDIT COMMITTEE**

- The Audit Committee will meet a minimum of 3 times a year a year to suit the requirements of the fiscal cycle, or more frequently if necessary.
- This Committee will comprise a combination of 3 Trustees or Members, one of whom should have recent or relevant accountancy and/or audit experience.
- Neither the Chair of the Board of Trustees nor Staff Trustees are eligible to be members of the Audit Committee.

- The Accounting Officer, Chief Finance Officer and other Members of the Trust may attend by invitation, to provide information or participate in discussions, but will have no voting rights.
- Declarations of any pecuniary or personal conflict of interests will be made by everyone present at meetings of the Audit Committee, irrespective of any declarations made at other meetings.

## **AUTHORITY**

- The Audit Committee is a Committee of the Trust and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
- The Audit Committee is authorised to seek outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.
- The Audit Committee is authorised to request information pertaining to internal and external audit and other assurance providers.

## **ROLE**

- The role of the Audit Committee is to maintain an oversight of the Trust's governance, risk management, internal control and value for money (VFM) framework.
- Reports from Audit Committee will be made to the Board of Trustees in order to ensure compliance with statutory requirements, to inform the discharge of any delegated powers and to seek approval of recommendations.
- The Audit Committee has no executive powers or operational responsibilities or duties.
- The Audit Committee will encourage a culture within the Trust whereby each individual feels that s/he has a part to play in guarding the probity of the Trust and is able to take any concerns or worries to the Executive Headteacher, SLT or in exceptional circumstances, directly to the Board of Trustees.

## **DUTIES - Finance**

- To advise the Board of Trustees and Accounting Officer on the adequacy and effectiveness of the Trust's governance, risk management, internal controls and VFM systems and frameworks, derived from the Audit Committee's regard of the key risks faced by the Trust and the assurance framework in place.
- To advise the Board of Trustees on an appropriate programme of work to be delivered by independent assurance providers (internal and external auditors) to enable the Board to sign the corporate governance statement in the Annual Account.
- To receive reports (annual reports, management letters etc) from the external auditor and other bodies, eg the ESFA, DfE, and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Board of Trustees or other Committees for information and action.
- To monitor outstanding audit recommendations, from whatever source, regularly and ensure implementation dates are not subject to unreasonable delays.
- To review the Trust's Anti-Fraud and Corruption Policy and ensure that all allegations of fraud or irregularity are managed and investigated appropriately.
- To consider any additional services delivered by the external auditor or other assurance provider and ensure appropriate independence is maintained.
- To ensure appropriate co-operation between and co-ordination of the work of the external and internal auditors.

## **DUTIES – Audit**

- To receive the internal auditors reports and to recommend actions as appropriate to the Board of Trustees in response to their findings.
- To review the effectiveness of internal control systems established to ensure the aims, objectives and key performance targets of the Trust are achieved in the most economic, effective and efficient manner.

## **DUTIES – Risk Management**

- To recommend a Risk Management framework and policy to the Board of Trustees for approval.
- To ensure that suitable Risk Assessment processes are in place.
- To receive and consider Risk Register annually, drawing matters of concern to the attention of the Board of Trustees.
- To receive and consider Risk Management interim reports at each meeting.

## **DUTIES – Health and Safety**

- To oversee and monitor the Trust's Health and Safety activities in liaison with Strategic Planning and Finance Committee.

## **DUTIES – Policy and Governance**

- To monitor and evaluate assigned statutory documents and policies, eg Financial Regulations and Risk Management Framework annually, recommending approval to the Board of Trustees.
- To consider any matters where requested to do so by the Board of Trustees.
- To report to the Board of Trustees on the discharge of all of the above duties.

## **PAY COMMITTEE**

- All business of the Pay Committee will be strictly CONFIDENTIAL.
- The Pay Committee will hold 2 meetings a year to suit the cycle of the Performance Management Review cycle for teaching staff, which should be completed by the 31 October as well as that for the Executive Headteacher, which should be completed by the 31 December, or more frequently, if necessary.
- The Pay Committee will comprise 3 named Trustees, one of whom should have recent or relevant experience.
- Neither the Chair of the Board nor Staff Trustees are eligible to be members of the Pay Committee.
- Appropriate training will be undertaken to keep up-to-date with relevant statutory guidance.
- The Executive Headteacher will attend all proceedings of the Pay Committee for the purpose of providing information and advice except in regard to their own Performance Management Review recommendations. Other staff may be requested to attend should additional information be required.

## **AUTHORITY**

- The Board of Trustees will establish a Pay Committee to deal with all pay matters relating to teaching staff and to implement the approved Pay Policy in respect of pay for non-teaching staff.
- The purpose of the Committee is to determine the performance related pay awards for each member of teaching staff, taking account of any recommendations made by the Executive Headteacher, in accordance with the approved Pay Policy. The Pay Committee will ensure that budgetary provision is adequate to support payment of any determinations of pay awards, taking advice from the School Business Manager/Bursar as necessary.



- Any pay award for teaching staff will be backdated to the preceding 1 September.
- Administrative and support staff pay awards will be monitored by this Committee. Any pay awards will have an effective implementation date of 1 April.
- Due regard will be given to the terms of the Trust's Teachers Pay and Conditions Document and the Teaching Standards Document.
- In respect of support/non-teaching staff, note will be taken of nationally determined standards, terms and conditions and recommendations regarding pay awards.

## **DUTIES**

- To establish and have full oversight of the Trust's Pay and Performance Management Policies in consultation with the Executive Headteacher, staff and trade union representatives, taking external advice as to their suitability and compliance with relevant legislation and employment practice.
- To make recommendations to the Board of Trustees for approval of Pay and Performance Management Policies annually.
- To monitor and evaluate the effectiveness and impact of Pay and Performance Policies, providing the Board of Trustees with a report at least annually.
- To consider reasoned recommendations from the Executive Headteacher (in respect of performance related pay awards for senior leaders, classroom teaching and support staff), and the Chairman of the Review Panel (in respect of the Executive Headteacher) noting budget capacity to fund them.
- To approve and determine level of such pay awards, providing the Board of Trustees with a report (anonymised as far as possible) for endorsement.
- To ensure budget provision for salaries is appropriate to support any such pay awards.
- To ensure that the Executive Headteacher notifies staff of decisions and of the right to appeal in line with Pay Policy criteria.

## **THE BOARD OF TRUSTEES WILL:**

- Approve the Pay and Performance Management Policies annually, taking heed of recommendations from the Pay Committee.
- Receive monitoring and evaluation report(s) on policy effectiveness and impact from Pay Committee in order to inform discussion of strategic plans for improved teaching and learning within the Trust.
- Consider statistical information on decisions taken in accordance with the terms of the Policies on an annual basis.
- Endorse recommendations of Pay Committee for Performance Related Pay Awards to staff (Staff Trustees will absent themselves from proceedings).

## **THE APPEALS COMMITTEE OF THE BOARD OF TRUSTEES IS RESPONSIBLE FOR:**

- Hearing and taking decisions on appeals against the decisions of the Pay Committee in accordance with the terms of the appeals procedure of the Pay Policy.
- Hearing and taking decisions on appeals against the decision of the Executive Headteacher's Performance Management Panel, in accordance with the terms of the appeals procedure of the Performance Management Policy.
- Hearing and taking decisions on appeals against decisions made in accordance with the terms of the appeals procedure of the Performance Management Policy.
- The Chair of the Board of Trustees will normally sit on and chair the Appeals Committee.
- The Clerk to Trustees will act as Clerk to the Appeals Committee, in accordance with the relevant Policy.

The Board of Trustees will review all Terms of Reference at least annually, at the first meeting of the Academic Year, and at any other time should changes in procedure or policy be introduced.

