



Tove Learning 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 an Academy or School).

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 and risk, finance, pay and personnel committee (Board Committees); and
- local governing bodies (LGBs) which are established by the Board to support the effective operation of the Academies.

Together, they are 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: [25/09/2023]

Date for next review: [01/09/2024]

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
 - 1.1.2 Finance Committee
 - 1.1.3 Pay and Personnel Committee
- 1.2 The Board has resolved to establish LGBs for its Academies each as a separate committee of the Board. An LGB may act in respect of two or more Academies. The current list of LGBs and the Academies they operate in respect of is set out in Appendix 1.
- 1.3 The Board has resolved to establish AIBs for any Academy requiring significant expertise and skills to address the improvement priorities of the school on a short term basis. Once the AIB has secured the right level of improvement a local governing body will be established.

2 Membership – Board Committees

- 2.1 Each Board Committee shall have a minimum of three members and maximum of five members. A minimum of two Board Committee members must be trustees of the Trust (**Trustees**).
- 2.2 The Board of Trustees will appoint and remove all Committee members.
- 2.3 The Board of Trustees will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.
- 2.4 As at the date of approval, the current Board Committee members are set out in the Register of Board Committee Members which is maintained by the Trust and updated termly (Appendix 2).
- 2.5 The Trustees recognise and commit to the overriding principles of the Academy Trust Handbook (ATH) published by the ESFA. They dictate that Board Committees should be established in such a way as to achieve a high level of internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Board Committees the Board will adhere to the principles of the ATH and:
 - 2.5.1 staff employed by the Trust will not be members of the Committee (other than the CEO), but may attend meetings to provide information and participate in discussions; and
 - 2.5.2 the Trust's Accounting Officer, the Chief Financial Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

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 five members and a maximum of eleven members.

- 3.3 The membership of each LGB (each a LGB member) shall be as follows (unless the Board resolve otherwise):
- at least two parent members
 - one staff member
 - the Headteacher/Principal of the academy
 - up to four persons appointed by the Board
 - subject to paragraph 3.6, up to three other persons co-opted by members of the LGB
 - at least one member of each LGB to be a Trustee (where feasible as decided by trustees).
- 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 3.
- 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.
- 3.7 The term of office for any LGB member shall be four years, save that this time limit shall not apply to the Headteachers/CEO. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).
- 3.8 The CEO and other members of the Trust's management team are entitled to attend and speak at any LGB Meetings.

4 Membership – AIBs

- 4.1 Each AIB operating in respect of one Academy shall, unless the Board resolve otherwise, have a minimum of three members and a maximum of five members.
- 4.2 The membership of each AIB (each a AIB member) shall be as follows (unless the Board resolve otherwise):
- a chair appointed by the Board
 - two AIB governors appointed by the Board with education expertise
 - the Headteacher/Principal of the academy shall attend but will not be a member of the AIB
 - at least one member of each AIB to be a Trustee (where feasible as decided by trustees)
- 4.3 The current AIB 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 3.

5 Chairs of Committees

- 5.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee or LGB (as appropriate).
- 5.2 Subject to paragraph 4.4, each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.
- 5.3 Subject to paragraph 4.4:
 - 5.3.1 the Board will, after consulting with the LGB members, appoint a LGB member to act as Chair of the LGB;
 - 5.3.2 the LGB members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.
- 5.4 No person may act as Chair under paragraph 4.3 if they are an employee of the Trust.

6 Authority, remit and responsibilities of the Committees

- 6.1 Each Committee shall be responsible for the matters as set out in Appendices 4 and 5.
- 6.2 Each Committee is authorised by the Board to:
 - 6.2.1 carry on any activity authorised by these Terms of Reference; and
 - 6.2.2 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.
- 6.3 Save with the consent of the Board, the Committees may not establish sub-committees.

7 Proceedings of Committee meetings

- 7.1 The Board of Trustees will meet at least 6 times a year.
- 7.2 The Board Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year. The LGBs will meet at least once a full term either just before or just after a full Board meeting where feasible.
- 7.3 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
- 7.4 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.
- 7.5 The quorum for the transaction of the business of LGB shall be four LGB Members provided that at least one of them is a LGB Member appointed by the Board (where trustees have exercised this option).

- 7.6 The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.
- 7.7 The relevant Headteacher shall ensure that a clerk is provided to take minutes at meetings of the LGBs.
- 7.8 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.
- 7.9 Each Committee member present shall be entitled to one vote.
- 7.10 Where there is an equal division of votes the Chair shall have a casting vote.
- 7.11 A register of attendance shall be kept for each Committee meeting and published annually.
- 7.12 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.
- 7.13 References in paragraph 6 to the “Chair” shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

8 Conduct of Committee members

- 8.1 All Committee members shall observe at all times the provisions of the Trust’s code of conduct for Trustees and LGBs.

9 Committee Members’ Interests

- 9.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- 9.2 Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
 - 9.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;
 - 9.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
 - 9.2.3 they have a personal or pecuniary 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.

10 Disqualification & Removal of Committee Members

- 10.1 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:

- 10.1.1 is or becomes disqualified from holding office under the Trust's Articles of Association;
 - 10.1.2 is or becomes disqualified from holding office as a governor of a school or academy;
 - 10.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
 - 10.1.4 is barred from any regulated activity relating to children;
 - 10.1.5 is or becomes bankrupt or makes any arrangement or composition with their creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - 10.1.6 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);
 - 10.1.7 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;
 - 10.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
 - 10.1.9 commits a serious breach of the Trust's code of conduct for Trustees and LGBs or any standing order or protocol implemented by the Board;
 - 10.1.10 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;
 - 10.1.11 resigns their office by notice in writing to the relevant Chair;
 - 10.1.12 in the case of a Headteacher, they cease to be the Headteacher;
 - 10.1.13 in the case of a LGB member, their term of office expires and they are not re-appointed.
- 10.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGB member by written notice to the relevant Chair.

11 Reporting Procedures

- 11.1 After each meeting, each Committee will produce minutes within 14 days and agree these at their next meeting. These minutes will be referred to as the Committee Reports.
- 11.2 The Committee Reports can be agreed by committee members by email.
- 11.3 The Committee Reports will be shared electronically with the Board through an agreed medium within 14 days of each Committee meeting.

- 11.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.
- 11.5 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

(as at September 2023)

CE Academy AIB

Elizabeth Woodville School AIB

Grace Academy Coventry LGB

Grace Academy Darlaston LGB

Grace Academy Solihull LGB

Huxlow Academy AIB

Knowles Primary School LGB

Lord Grey Academy LGB

Rushden Academy LGB

Sponne School LGB

Stantonbury School LGB

Water Hall Primary School LGB

Wootton Primary School LGB

Appendix 2

The Register of Board Committee Members

TLT Board of Trustees

- Mr Christopher Watt, Chair of Trustees
- Dr Jamie Clarke, CEO
- Mr Tim Foster, Trustee
- Mrs Joanne Chitty, Trustee
- Mr Duncan Nicholson, Co-opted Trustee
- Mrs Frances Craven, Co-opted Trustee
- Mr Gary Foote, Co-opted Trustee

TLT Audit & Risk Committee

- Mr Duncan Nicholson, Trustee (Chair)
- Mr Tim Foster, Trustee
- Mr Gary Foote, Trustee

TLT Pay & Personnel Committee

- Mr Christopher Watt, Chair of Trustees (Chair)
- Mrs Joanne Chitty, Trustee
- Dr Jamie Clarke, CEO

TLT Finance Committee

- Mr Christopher Watt, Chair of Trustees (Chair)
- Dr Jamie Clarke, CEO and Accounting Officer
- Mr Duncan Nicholson, Trustee
- Mrs Frances Craven, Trustee

Appendix 3

The Register of LGB Committee Members

CE Academy - Academy Improvement Board

- Julie Swales, TLT Appointed Governor (Chair)
- James Thomas, Ex-Officio/Headteacher
- VACANT
- VACANT

Elizabeth Woodville School - Academy Improvement Board

- Frances Craven, TLT Appointed Governor (Chair)
- Greg Godwin, TLT Appointed Governor
- Sarah Separovic, TLT Appointed Governor
- Helen Jones, TLT Appointed Governor
- Hannah Jones, Ex-Officio/Headteacher (South Site)
- Emma Reed, Ex-Officio/Headteacher (North Site)

Grace Academy Coventry - Local Governing Body

- Grant Kearns, TLT Appointed Governor (Chair)
- Natasha Whiles, Ex-Officio/Principal
- Christopher Watt, TLT Appointed Governor and Trust Representative
- Hannah Jones, TLT Appointed governor
- Timothy Read, LGB Co-opted Governor
- John Hughes, LGB Co-opted Governor
- Richard Smith, LGB Co-opted Governor
- Karla Margrett, Parent Governor
- Stepan Heghoyan, Parent Governor
- Manroop Mann, Staff Governor

Grace Academy Darlaston – Local Governing Body

- Ian Baker, TLT Appointed Governor (Chair)
- Julie Anstey, Ex-Officio/Principal
- Carl Salt, Trust Representative and TLT Appointed Governor
- Grant Kearns, TLT appointed Governor
- Kerry Finch, TLT Appointed Governor
- John Loach, LGB Co-opted Governor

- Mark Brayford, LGB Co-opted Governor
- Parveen Sangha, LGB Co-opted Governor
- Jasbir Kaur, Parent Governor
- Clair Pruden, Parent Governor
- Phil Miles, Staff Governor

Grace Academy Solihull – Local Governing Body

- Ian Baker, TLT appointed Governor (Chair)
- Darren Gelder, Ex-Officio/Principal
- Matt Godwin, Ex-Officio/Associate Principal
- Tim Foster, Trust representative and TLT Appointed Governor
- Grant Kearns, TLT appointed Governor
- Nicole Fowles, LGB Co-opted Governor
- Kerry Amory, LGB Co-opted Governor
- Philippa Dean, Parent Governor
- Rachel Pearce, Parent Governor
- Kirsty Barlow, Staff Governor

Huxlow Academy - Academy Improvement Board

- Linda Brooks, TLT Appointed Governor (Chair)
- Kelli Foster, TLT Appointed Governor
- Tracy Bannister, TLT Appointed Governor
- David McVean, TLT Appointed Governor
- Paul Letch, Ex-Officio/Headteacher

Knowles Primary School - Local Governing Body

- Frances Craven, Trust representative and TLT Appointed Governor (Chair)
- Sarah Rice, Ex-Officio/Headteacher
- Chris Watt, TLT Appointed Governor
- Janet Deeley, LGB Co-opted Governor
- Helen Loftus, LGB Co-opted Governor
- VACANT, LGB Co-opted Governor
- Kayleigh Pilcher, Parent Governor
- Tracey Soanes, Parent Governor
- Cheryl Weight, Staff Governor

Lord Grey Academy - Local Governing Body

- Christopher Watt, Trust representative and TLT Appointed Governor (Chair)
- Jim Parker, Ex-Officio/Principal
- Samantha Satyandhan, Ex-Officio/Associate Principal
- Cath Clark, TLT Appointed Governor
- Sally LaBrooy, LGB Co-opted Governor
- Sharon Power, LGB Co-opted Governor
- Sunil Mistry, LGB Co-opted Governor
- Bianca Chappell, Parent Governor
- Louise Green, Parent Governor
- Becky Reynolds, Staff Governor

Rushden Academy - Local Governing Body

- Tim Foster, Trust representative and TLT Appointed Governor (Chair)
- Ben Baines, Ex-Officio/Principal
- Rob Knell, TLT appointed Governor
- Tracy Bannister, TLT Appointed Governor
- Julia Hales, TLT Appointed Governor
- James Tuffs, LGB Co-opted
- VACANT, Parent Governor
- Adrian Winkle, Parent Governor
- Lisa Barratt, Staff Governor

Sponne School - Local Governing Body

- Emma Hay, TLT Appointed Governor (Chair)
- Iain Massey, Ex-Officio/Headteacher
- VACANT, Trust representative and TLT Appointed Governor
- Barbara Gundle, TLT Appointed Governor
- Peter Williams, LGB Co-opted Governor
- Klaus Bond, LGB Co-opted Governor
- Rev Paula Challen, LGB Co-opted Governor
- Peter Light, Parent Governor
- Emily Holcombe, Parent Governor
- Peter DeBoo, Staff Governor

Stantonbury School – Local Governing Body

- Linda Brooks, TLT Appointed Governor (Chair)
- Jim Parker, Ex-Officio/Executive Principal
- Ben Wilson, Ex-Officio/Associate Principal
- Ruth Panther, TLT Appointed Governor
- Duncan Nicholson, Trust representative and TLT Appointed Governor
- VACANT, LGB Co-Opted Governor
- VACANT, LGB Co-Opted Governor
- VACANT, Parent Governor
- VACANT, Parent Governor
- VACANT, Staff Governor

Water Hall Primary School - Local Governing Body

- Jo Chitty, Trust representative and TLT Appointed Governor (Chair)
- Emma Seabourne, Ex-Officio/Headteacher
- Jamie Nairn, Ex-Officio/Executive Principal
- Jason Abbott, TLT Appointed Governor
- VACANT, TLT Appointed Governor
- VACANT, LGB Co-opted Governor
- VACANT, LGB Co-opted Governor
- Katherine Thomson, Parent Governor
- Louise Lancaster, Parent Governor
- Nigel Pym, Staff Governor

Wootton Primary School – Local Governing Body

- Stephen Breen, TLT Appointed Governor (Chair)
- Jamie Nairn, Ex-Officio/Headteacher
- Rob Crilly, Ex-Officio/Acting Headteacher
- Jamie Clarke, Trust representative
- Sarah Matthews, LGB Co-opted Governor
- Karen Atkins, LGB Co-opted Governor
- VACANT, LGB Co-opted Governor or TLT Appointed Governor
- Jamie Hartnett, Parent Governor
- Emma Cardona, Parent Governor
- VACANT, Staff Governor

Powers & Functions Delegated to Board Committees

The Audit and Risk Committee – Terms of Reference

The Board of Trustees has established an Audit and Risk Committee as required by the Academy Trust Handbook to advise the board on the adequacy of the trusts internal control framework and to delegate duties to provide independent assurance to the board that it's financial and non-financial controls, and risk management procedures, are operating effectively.

1. Responsibilities

- To maintain an oversight of the Academy Trust's (AT's) financial, governance, risk management, assurance processes and internal control systems.
- To report its findings 0termly and annually to the Trust Board and the Accounting Officer as a critical element of the trust's reporting requirements.
- The Audit and Risk Committee has no executive powers or operational responsibilities/duties.

2. Authority

The Audit and Risk Committee

- is a Committee of the Academy Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
- is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.
- may obtain outside legal or independent professional advice it considers necessary to carry out its responsibilities normally in consultation with the Accounting Officer and/or the Trust Board.

3. Composition

- Membership of the Committee will comprise a minimum of three and a maximum of five committee members. At least two of these committee members must be trustees.
- The chair of trustees and the chair of the finance committee shall not serve as chair of the audit and risk committee.
- Until otherwise determined by the board of trustees, a quorum shall consist of two members of the committee.
- At least one member of the audit committee should have recent or relevant accountancy, or audit assurance, experience.
- Staff employed by the trust may be invited to attend the audit committee to provide information and participate in discussions but should not be members of the committee.
- Any trustee may attend a meeting of the audit committee, including those who are not members of the audit committee.
- The chief executive officer/accounting officer and chief financial officer should also attend meetings.

4. Reporting

The Audit Committee will:

- report back to the Trust Board at least three times a year.
- Submit to the board an annual summary report provided by the internal auditor on areas reviewed by internal audit covering key findings, recommendations and conclusions.
- provide minutes of all Audit Committee meetings for review at board meetings

5. Terms of Reference

- Recommend to the board of trustees adoption of policies assigned to this group as identified in the central trust policies list.
- Subject to the detailed requirements of the Academy Trust Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider and advise the Board on the following specific matters, as set out in the TLT Committee Terms of Reference the Audit and Risk Committee will monitor the following areas:

Auditors

- 1 advise the Trust Board and members on the appointment, reappointment, dismissal and remuneration of auditors (both external and internal audit) in an annual report
- 2 review the quality and effectiveness of both internal and external auditors
- 3 review the accounting officer's statement in the final accounts on regularity
- 4 ensure there is an appropriate, reasonable and timely response by the trust to findings by external auditors.

Internal Scrutiny

- 5 Oversee and approve the trusts programme of internal scrutiny
- 6 Provide assurance to the trust board that key risks are being addressed appropriately and review the trusts approach to internal scrutiny in the event of changes to the trusts size, complexity or risk profile.
- 7 With the trust's internal auditors, identify areas for review on a risk basis, and agree the programme for checking financial and non-financial systems, controls, transactions and risks across all the trust schools.
- 8 ensure that the programme of internal scrutiny delivers objective and independent assurance.
- 9 advise the Trustees on the adequacy and effectiveness of the trust's systems of internal control
- 10 consider the appropriateness of executive action following internal scrutiny reviews and advise senior management on any additional or alternative steps to be taken

External Audit

- 11 review the external auditors plan each year
- 12 review the annual report and accounts
- 13 review the findings of the external auditors and actions taken by the trusts managers in response to those findings
- 14 ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant
- 15 ensure that any additional services undertaken by the auditors are compatible with the audit independence and objectivity
- 16 consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.

- 17 encourage a culture within the trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees

Risk Management

- 18 ensure that all categories of risk are being adequately identified, reported and managed
- 19 review the risk register regularly, and at least annually, and highlight to the trust board any emerging, changing or declining risks identified
- 20 Advise the board on the adequacy of the trusts business continuity and disaster recovery plans
- 21 provide minutes of all Audit & Risk Committee meetings for review at board meetings

6. Membership

| Name of Committee Member | Role |
|---------------------------------|-------------------------|
| Duncan Nicholson (Chair) | Trustee |
| Tim Foster | Trustee |
| Gary Foote | Trustee |
| In attendance | |
| Jamie Clarke | Accounting Officer/CEO |
| Sue Wagstaff | CFO |
| Lindsay Oake | PAO |
| Katie Fell | Governance Professional |

| | |
|----------------|--|
| Quorum: | At least 2 members of the committee |
|----------------|--|

| | |
|------------------------------------|------------------------|
| Date Committee established: | 14 January 2020 |
|------------------------------------|------------------------|

| | |
|-----------------------------|-----------------------|
| Date of next review: | September 2024 |
|-----------------------------|-----------------------|

| History of amendments | Date |
|--|-------------------|
| Chris Watt stepped down from committee to focus on Finance Committee | 20 May 2020 |
| Committee reviewed & approved ToR | 12 October 2020 |
| Duncan Nicholson assumed role of Chair from Tim Foster | June 2021 |
| Amit Lakhani agreed to join the Committee | 20 September 2021 |
| Thomas Schilling stepped down from the Committee | 23 September 2021 |
| Amit Lakhani stepped down Garry Foote joined the Committee | 27 September 2022 |

The Finance Committee – Terms of Reference

The Board of Trustees has established a Finance Committee as required by the Academy Trust Handbook to delegate duties to ensure sound management of the Trust's financial resources, including planning, monitoring, probity and value for money. The Committee advises the Board regarding the year-end accounts, strategic matters with financial implications, and other key matters and reports to the Board and decisions taken in accordance with the Scheme of Delegation and delegated powers, including in respect of the Academies' assets and depreciation.

1. Responsibilities

- The Committee is required to fulfil its responsibilities as set out in these Terms of Reference in line with the Academy Trust Handbook, the Trust's Financial Scheme of delegation and in compliance with the Funding Agreement with the Secretary of State for Education.
- The purpose of the Finance Committee is to advise the Trustees on:
 - the financial health and solvency of the Trust
 - the financial implications of new initiatives and ventures
 - the financial implications of the Trust's capital planning and development opportunities
 - its actions and decisions as exercised under the Trust's Scheme of Delegated Authority.
 - Provide assurance on compliance with ESFA requirements
- The Finance Committee will report its findings termly and annually to the Trust Board and the Accounting Officer as a critical element of the Trust's annual reporting requirements.
- The Finance Committee has no executive powers or operational responsibilities/duties.

2. Authority

- The Committee will report to the Board on any decisions taken in accordance with the Scheme of Delegation and delegated powers, including the Academies assets, depreciation and removal of such items from the asset register.
- The Finance Committee is a Committee of the Academy Trust 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 Committee is authorised to obtain outside legal or independent professional advice it considers necessary, and may require experts to be present and to advise when drafting disclosures to be made in the Trust's annual Report and Accounts.

3. Composition

- Membership will comprise of a minimum of three and a maximum of five committee members. At least two of these must be trustees.
- Any trustee may attend a meeting of the finance committee, including those who are not members of the finance committee.
- The Chair of the Finance Committee will be appointed by the Board and will not usually be a member of the Audit Committee or the CEO. If the Chair is absent from a meeting, the members shall choose another member, who is also a member of the Board, to act as chair for that meeting.
- The CEO will be an ex officio member of the Finance Committee.

- The Chief Financial Officer and other members of the trust's staff may be invited to attend, but will have no voting rights.
- The Clerk to Trustees shall be the Clerk to the Committee.

4. Reporting

The Finance Committee will:

- report back to the Trust Board at least three times a year.
- Provide minutes of all Finance Committee meetings for review at board meetings.

5. Terms of Reference

- These terms of reference should be read alongside the Financial Scheme of Delegation for the most up to date limits and authorities as set by the ESFA and board of trustees.
- To have the authority to approve the same level of expenditure (revenue and capital) and contracts as the Board.
- Recommend to the board of trustees adoption of policies assigned to this group as identified in the central trust policies list.
- Subject to the detailed requirements of the Academy Trust Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider and advise the Board on the following specific matters, as set out in the TLT Committee Terms of Reference:

Funding

- 22 To consider each of the Academies indicative funding, notified annually by the DfE/ESFA and to assess its implications for the relevant Academy, drawing any matters of significance or concern to the attention of the Board.
- 23 To review and consider each of the Academies budgets each financial year and recommend acceptance or non-acceptance of these budgets to the Board.
- 24 To receive & review the Academies strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant the Principal and the Business Manager and with the stated and agreed aims and objectives of the relevant Academy.
- 25 To receive and make recommendations on the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Academies' strategic plans.
- 26 To consider requests from the Academies and the trust for exceptional expenditure and make appropriate recommendations to the Board.
- 27 To review financial policy including consideration of long-term planning and resourcing in accordance with each of the Academies' development plans.
- 28 To manage the Reserves of the trust in line with the Reserves policy including the proposals and recommendation to the board of any short and long term investments.

Financial Scrutiny

- 29 To monitor and review income, expenditure and cashflow on a regular basis and ensure compliance with the overall financial plan for the Academies, drawing any matters of concern to the attention of the Board.

- 30 To receive and review reports from the Academies about financial transactions notifiable to the ESFA i.e. related party transactions, pecuniary interests, settlements, transactions over delegated limits.
- 31 To review the award and expenditure of grants awarded to the trust and ensure they are spent in the way that it was intended.

Financial Procedures

- 32 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.
- 33 To approve the financial statement that forms 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 Academy Trust Handbook).

Property Management

- 34 To receive, consider and approve / decline requests from Academies about the acquisition, use or disposal of land, property or significant assets over the delegated authority levels.
- 35 To monitor the expenditure of the trust's allocation of School Capital Allowance and ensure the appropriate procurement and regularity procedures are followed.

General

- 36 Reviewing or investigating any other relevant matters referred to the Trust Board.
- 37 Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

6. Membership

| Name of Committee Member | Role |
|--------------------------------------|-----------------------------------|
| Christopher Watt (Chair of Trustees) | Chair of Finance Committee |
| Duncan Nicholson (Trustee) | Member |
| Frances Craven (Trustee) | Member |
| Jamie Clarke (CEO) | Ex Officio/CEO/Accounting Officer |
| Invited to attend | |
| Sue Wagstaff | Chief Financial Officer |
| Lindsay Oake | Principal Accounting Officer |
| Katie Fell | Governance Professional |

| | |
|----------------|--|
| Quorum: | At least 2 members of the committee |
|----------------|--|

| | |
|------------------------------------|-----------------------|
| Date Committee established: | 8 June 2020 |
| Date of next review: | September 2024 |

| | |
|-----------------------------------|--|
| History of amendments | Date |
| Committee reviewed & approved ToR | 22 Oct 2020, 14 Sep 2021, 27 Sep 2022, 25 Sep 2023 |

The Pay and Personnel Committee – Terms of Reference

The Board of Trustees has established a Personnel Committee to oversee the development of a robust personnel management policy framework for the trust, with the aim of ensuring that the Trust is well staffed with suitably qualified and experienced staff within an agreed budget.

1. Responsibilities

- To advise the Board regarding pay policy, annual pay reviews for executives, teaching staff and support staff.
- To advise the board on strategic matters with personnel implications and other key matters.
- The work of the Committee must reflect a good understanding of personnel legislation that applies to the Trust.
- The Committee is required to determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities in relation to its staff.

2. Authority

The Pay and Personnel Committee:

- is a Committee of the Academy Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
- is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.
- may obtain outside legal or independent professional advice it considers necessary to carry out its responsibilities normally in consultation with the Accounting Officer and/or the Trust Board.

3. Composition

- Membership of the Committee will comprise a minimum of three and a maximum of five committee members. At least two of these committee members must be trustees.
- Until otherwise determined by the board of trustees, a quorum shall consist of two members of the committee.
- Staff employed by the trust may be invited to attend the Pay and Personnel Committee to provide information and participate in discussions but should not be members of the committee.
- Any trustee may attend a meeting of the Pay and Personnel Committee, including those who are not members of the Pay and Personnel Committee.
- The chief executive officer/accounting officer should also attend meetings.

4. Reporting

The Pay and Personnel Committee will:

- report back to the Trust Board at least three times a year.
- provide minutes of all Committee meetings for review at board meetings.

5. Terms of Reference

To recommend to the board of trustees adoption of policies assigned to this group as identified in the central trust policies list.

The powers and functions delegated by the Board to the Pay and Personnel Committee are set out below:

Pay

- 1 To operate in accordance with the Trust's appraisal policy. This includes the appraisal process for the CEO, headteachers/principals and all staff and pay determination.
- 2 To moderate pay decisions across the academies.
- 3 A panel selected from the Committee to hear any appeal by a teacher employed at any academy against the outcome of their threshold assessment application.
- 4 A panel from the Committee to hear any appeal by an employee employed at any academy against the outcome of their appraisal.
- 5 To determine annually, in accordance with the School Teachers' Pay and Conditions Document the Appraisal and Pay Policies adopted by the trust.
- 6 To determine annually, in accordance with the adopted Pay Policy and any appropriate regulations and agreements, the salaries and gradings of support staff.
- 7 To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

Grievances

- 8 To consider staff grievances where there is a referral under the grievance procedure adopted by the Board. A panel comprised of members of the Committee will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the adopted procedure. Normally, grievances will be heard by a panel selected from LGBs.
- 9 To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Board. The Committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the adopted policy. Normally, this will be heard by a panel selected from LGBs.

Staff Discipline/Dismissals

- 10 Under the disciplinary or capability procedures for the Headteacher/Principal adopted by the Trust Board, to consider formal action against the Principal and for a panel comprised of members of the Committee to make a determination as provided for under either procedure. The Committee will be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.
- 11 Under the disciplinary or other relevant procedures (e.g. relating to capability, staff reductions or incapability due to ill-health) adopted by the Board, to make any determination that any member of staff employed at an Academy should be dismissed from their post. This would normally be heard by a panel from LGBs.
- 12 Before taking a decision on dismissal, to give the member of staff concerned an opportunity to make representations on the proposed action and to consider those representations at a formal meeting conducted in accordance with the relevant adopted procedure.
- 13 Where it is determined that a member of staff should be dismissed, to ensure that the member of staff is notified of the decision, the reason for it and that the member of staff has a right of appeal against the decision.

Staff Appeals

- 14 Under the disciplinary procedure or capability procedure adopted by the Board, to consider any appeal against a sanction short of dismissal issued by the Principal or by the staff discipline/dismissal Committee to a member of staff employed at the Academy.
- 15 Under the disciplinary or other relevant procedures (e.g. relating to capability, redundancy or incapability due to ill health) adopted by the Board, to consider any appeal against a decision of the staff discipline/dismissal Committee to dismiss from their post a member of staff employed at the Academy.
- 16 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

- 17 To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Academies.
- 18 To advise on the strategic planning of human resources.
- 19 To monitor the communication and consultation of policies and processes to staff and review feedback.
- 20 To advise on the means of achieving active participation by staff in policy development.
- 21 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, whistle-blowing and pay.
- 22 To ensure the legal requirements for ECT induction are complied with.
- 23 The Board delegate the appointment of all staff to the relevant Headteacher/Principal, with the exception of Headteacher/Principal appointments that are made by the CEO.

6. Membership

| Name of Committee Member | Role |
|--------------------------------------|------------------------------------|
| Christopher Watt (Chair of Trustees) | Chair of Pay & Personnel Committee |
| Jo Chitty (Trustee) | Member |
| Jamie Clarke (CEO) | Ex Officio/CEO/Accounting Officer |
| Invited to attend | |
| Katie Fell | Governance Professional |

| | |
|----------------|--|
| Quorum: | At least 2 members of the committee |
|----------------|--|

| | |
|------------------------------------|-----------------------|
| Date Committee established: | September 2016 |
| Date of next review: | September 2024 |

| History of amendments | |
|-----------------------------------|--|
| Committee reviewed & approved ToR | 9 Oct 2020, 8 Oct 2021, 27 Sep 2022, 25 Sep 2023 |

Appendix 5

Powers & Functions Delegated to LGBs

Remit and Responsibilities of the LGBs

The powers and functions delegated by the Board to the LGBs are set out in detail in the Trust's Scheme of Delegation as approved by the Board and in summary include the following:

LGB's duties include:

- Risk management
- Safeguarding
- Health and safety
- Implementation of TLT principles, practices, policies and procedures
- Monitoring the quality and effectiveness of TLT operations and function
- Engagement in all TLT partnership work
- Academy vision
- Strategic planning at academy level
- Determination and implementation of academy policy, procedures and practice when not centrally derived
- Academy outcomes and students and pupils
- Teaching, learning and assessment quality and impact
- Leadership and management quality and impact
- Curriculum and qualifications quality and impact
- Pupil personal development, behaviour and welfare quality and impact
- Academy budget setting, monitoring and review including impact
- Appointing of relevant staff in the academy
- Pupil admissions
- Pupil exclusions
- Pupil attendance
- Quality assurance and self-evaluation
- Legal compliance
- Ofsted readiness and response to the outcomes of inspections
- Supporting trustees with the appointment and removal of governors
- Parental complaints

A high-level summary of the key activities and functions to be undertaken throughout the year by the LGB is set out on the next page.

LGB High-level Summary of Activities

| Key Activities | | Typical Inputs |
|---|---|--|
| Understanding the Trust's vision & ethos <ul style="list-style-type: none"> The Trust's vision and ethos statement | ↔ | Understanding the Trust's vision & ethos <ul style="list-style-type: none"> The Trust's vision and ethos audit |
| Understanding the community <ul style="list-style-type: none"> Understanding what services currently exist and where the gaps are Understanding local issues & needs Understanding how the Academy relates to the wider learning community | ↔ | Understanding the community <ul style="list-style-type: none"> Community audit Parent and student voice PTA/Friends of the Trust etc. |
| Understanding the Academy <ul style="list-style-type: none"> Student attainment & progress Curriculum Student behaviour, attendance & safety Quality of teaching & learning Continuing Professional Development | ↔ | Understanding the Academy <ul style="list-style-type: none"> KPI sheets Performance data National averages/floor standards Ofsted reports Academy Self-evaluation Academy visits |
| Working with the Principal <ul style="list-style-type: none"> Assist in setting priorities for Academy improvement Positively challenge and proactively support the Principal and leadership team | ↔ | Working with the Principal <ul style="list-style-type: none"> Academy Development Plan Local aspirations and community needs Academy Self-evaluation (SEF) Parent and student voice |
| Reviewing actions <ul style="list-style-type: none"> Know the improvement targets and strategies Know the allocation of resources Know how to review progress Know how Pupil Premium is used | ↔ | Reviewing actions <ul style="list-style-type: none"> Academy Development Plan Budget Data Pupil Premium Report |
| Undertaking specific responsibilities LGB Members are encouraged to be linked with key curriculum and/or other areas of interest/work, eg: <ul style="list-style-type: none"> Exclusions Safeguarding LGB Members may also be involved with: <ul style="list-style-type: none"> Hearing complaints Attending grievances & appeal hearings | ↔ | Undertaking specific responsibilities LGB Members with link responsibilities are expected, in line with good practice, to be familiar with policy relating to their area of work. |
| Managing risk LGB Members are encouraged to: <ul style="list-style-type: none"> Complete safer recruitment training Receive internal audit reports Monitor Health & Safety compliance Review SCA applications | ↔ | Managing risk <ul style="list-style-type: none"> Governors to be aware of the Recruitment & Selection policy SBM updates and central trust reports H&S reports and reviews Conditions surveys |