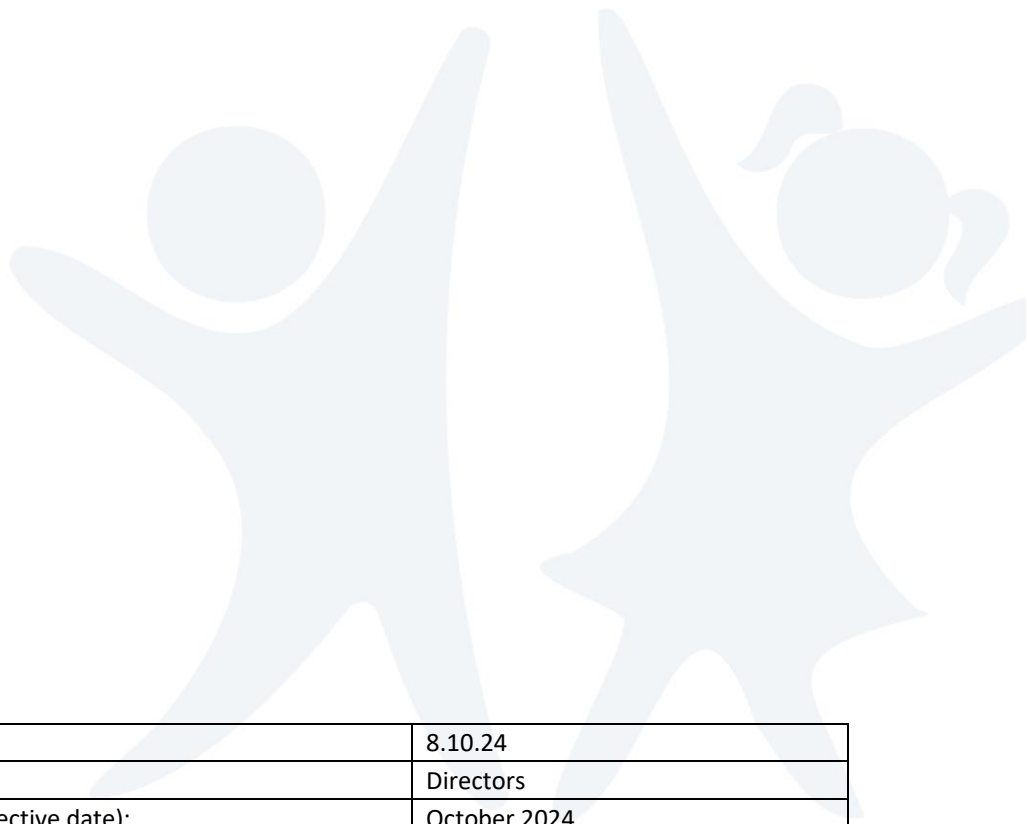


Terms of Reference: Committees

(**not** Parent and Community Advisory Forums (PCAFs), Pay, Personnel and Performance Management (PPP) Committee or Manor Teaching School Hub (MTSH) Committee – these are contained in separate documents)



Date approved:	8.10.24
Approved by:	Directors
Date adopted by the MAT (i.e. effective date):	October 2024
This policy is scheduled for review on:	Annually

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Introduction

These terms of reference outline Manor Multi Academy Trust's ('we' / 'our' / 'us') delegation arrangements in relation to our committees. As a charity and company limited by guarantee, we are governed by our board of trustees ('Directors') who have overall responsibility and ultimate decision-making authority for all our work, including the establishing and running of the academies ('schools') maintained by us.

In order to support our effective operation, Directors have established a number of committees to which they have delegated certain powers and functions:

1. **Committees which are established to deal with Trust-wide matters:**
 - a Audit and Risk (A&R) Committee
 - b Finance and General Purposes (F&GP) Committee
 - c Pay, Personnel and Performance Management (PPP) Committee
 - d Manor Teaching School Hub (MTSH) Committee
 - e Panel meetings e.g. complaints, pupil discipline, staff discipline – as needed
 - f HR Policy Committee

2. **Parent and Community Advisory Forums (PCAFs):** established by Directors to provide parent and community voice, thus evidencing stakeholder engagement and allowing Directors to know more about the communities they serve.

These terms of reference set out the constitution, membership and proceedings of our committees, with the exception of the PCAFs, PPP Committee and MTSH Committee. Details for these latter committees are contained in separate documents as detailed on [page 8](#) of these terms of reference.

Delegation levels are also detailed in our Scheme of Delegation, available on our [website](#).

1 Committee Membership

- 1.1 Each Committee shall have a minimum of **three** and maximum of **six** members. In line with Article 101, the majority of voting Committee members must be Directors.
- 1.2 Directors will appoint and remove all voting Committee members.
- 1.3 Directors will ensure that Committee members have the necessary skills, background and experience to properly fulfil the relevant Committee functions.
- 1.4 The current Committee members are set out in the database of committee members maintained by our Trust.

- 1.5 Directors recognise the overriding principles of the [Academy Trust Handbook](#) (ATH) published by the Department for Education (DfE) and that the A&R Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for our Trust. In establishing the A&R Committee, Directors will adhere to the principles of the ATH and:
- 1.5.1 staff employed by our Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
 - 1.5.2 our Accounting Officer and other relevant senior/executive staff will routinely attend Committee meetings in the capacity set out above.

2 Committee Chairs

- 2.1 The term 'Chair' refers to the person appointed under this paragraph as Chair of the relevant Committee.
- 2.2 Each Committee (except PCAFs, which are effectively chaired by the Chair of the Trust) shall, at the first meeting of each academic year, elect members to act as Chair and Vice-Chair of the Committee. The Committee will elect a temporary replacement from among the members present at any meeting where both the Chair (and Vice-Chair where relevant) are absent.
- 2.3 No person may act as Chair/Vice-Chair of a Committee unless they are also a Director.
- 2.4 No person may act as Chair/Vice-Chair if they are a Trust employee.

3 Committee Authority, Remit and Responsibilities

- 3.1 Each Committee shall be responsible for the matters as set out in [Appendix 1](#).
- 3.2 Each Committee is authorised by Directors to:
- 3.2.1 carry on any activity authorised by these Terms of Reference; and
 - 3.2.2 seek any appropriate information that it properly requires to carry out its role from any senior/executive Trust employee and all senior/executive employees shall be directed to co-operate with any request made.
- 3.3 Save with Directors' consent, the Committees may not establish sub-committees.

4 Proceedings of Committee Meetings

4.1 **Frequency of meetings:** Committees will meet as often as is necessary to fulfil their responsibilities but at least:

- F&GP - **three** occasions
- A&R - **three** occasions
- PPP - **one** occasion
- MTSH - **three** occasions
- PCAFs - **three** occasions
- HR Policy - **one** occasion

4.2 **Quorum:** The quorum for the transaction of the business of a Committee shall be a majority of the voting Committee members. In line with Article 101, no vote on any matter shall be taken at a Committee meeting unless the majority of voting members present (including remotely) are Directors.

4.3 **Voting:** Each Committee member present shall be entitled to one vote. Where there is an equal division of votes, the Chair shall have a casting vote.

4.4 **Minutes:** The Chief Executive Officer (CEO) and/or the Chief Executive Advisor (CEA) shall ensure that a Clerk is provided to take minutes at meetings of the Committees. (For PCAFs, the relevant Headteacher shall ensure that a summary of PCAF meetings is recorded, though these meetings do not need to be formally clerked.)

4.5 **Recording attendance:** A register of attendance shall be kept for each Committee meeting and attendance records for the last 12 months will be published on our website (or school website for PCAF meetings).

4.6 **Additional attendees:** Committees may invite non-Committee persons to attend meetings 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.

5 Conduct of Committee Members

5.1 All Committee members shall observe at all times the provisions of the relevant **Code of Conduct** (for PCAFs, the code of conduct is included in the PCAF Terms of Reference; for the MTSH Committee, a separate code of conduct is in place).

6 Register of Interests

6.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.

6.2 Each Committee member, if present, must disclose their interest, withdraw from the meeting and not vote on a matter if:

- 6.2.1. there may be a conflict between their interests and the interests of any of the schools or our Trust;
 - 6.2.2. there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
 - 6.2.3. they have a personal interest in a matter (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter).
- 6.3 Each Committee member will document any potential or perceived declarations of interest at least annually and this will be published online within the Register of Interests.

7 Disqualification & Removal of Committee Members

- 7.1 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:
- 7.2.1. is or becomes disqualified from holding office under the Trust's Articles of Association (Articles 68-80);
 - 7.2.2. is or becomes disqualified from holding office as a Governor of a School or Academy;
 - 7.2.3. is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
 - 7.2.4. is barred from any regulated activity relating to children;
 - 7.2.5. 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;
 - 7.2.6. commits a serious breach of the Trust's Code of Conduct or any protocol implemented by the Directors; or
 - 7.2.7. resigns office by notice in writing to the relevant Chair and/or our Trust Governance Professional.
- 7.2 Directors shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any PCAF member by written notice to the Chair via the Governance Professional.

Appendix 1: Powers & Functions Delegated to Committees

Audit & Risk Committee

External Audit

1. To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals. Considerations may include:
 - a. the auditor's sector expertise
 - b. their understanding of our Trust and its activities
 - c. whether the audit process allows issues to be raised on a timely basis at the appropriate level
 - d. the quality of auditor comments and recommendations in relation to key areas
 - e. where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, our Trust's leadership
 - f. the auditor's use of technology
2. To recommend the audit fees to Directors and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
3. To oversee the process for selecting the external auditor and make appropriate recommendations through Directors to the Members of our Trust to consider at any general meeting where the accounts are laid before Members.
4. To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
5. To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
6. To review the performance of the external auditor on an annual basis.
7. To recommend to Directors (who, in turn, make recommendations to Members) the appointment/re-appointment of the external auditor.
8. To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.
9. To ensure there is co-ordination between internal scrutiny and external audit and any other review bodies that are relevant.

Internal Audit and Control

10. To take delegated responsibility on behalf of Directors for examining and reviewing all systems and methods of control, both financial and otherwise, including risk analysis and risk management; and for ensuring we are complying with the overall requirements for internal scrutiny, as specified in the [Academy Trust Handbook](#).
11. To set, review and maintain oversight of the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within our Trust. The programme should be objective and independent, covering systems, controls, transactions, and risks.
12. To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
13. To monitor and consider the implementation and appropriateness of action(s) agreed/taken by management in response to reports from the internal audits, and to advise Directors on any additional or alternative steps to be taken.
14. To review any risks to our systems of internal control and agree a programme of work to address, and provide assurance on, those risks to Directors as appropriate.
15. To oversee the annual review of our risk register.
16. To undertake the annual review of the effectiveness of the internal auditor and decide whether to reappoint the internal scrutineer or make a recommendation to Directors.

Financial Management & Policies and Risk

17. To keep under review and maintain oversight of our financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to Directors, paying particular attention to:
 - a. critical accounting policies and practices, and any changes in them
 - b. decisions requiring a major element of judgement
 - c. the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
 - d. the clarity and transparency of disclosures
 - e. significant adjustments resulting from the audit
 - f. the going concern assumption
 - g. compliance with accounting standards
 - h. compliance with DfE and legal requirements.
18. To review our policy and procedures for handling allegations from whistleblowers.
19. To review our policies and procedures for handling allegations of fraud, bribery and corruption.

20. To receive reports on the outcome of investigations of suspected/alleged impropriety.
21. To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
22. To consider appropriate actions following any serious incidents, including fraud, which are reportable to the DfE or would have a major financial or reputational risk to our Trust.
23. To ensure that any significant losses are investigated and reported to the DfE where required by the ATH.
24. To review and monitor the effectiveness of our risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
25. To review the adequacy and robustness of our risk register and conduct a review of our risk register at each meeting.
26. To keep under review the adequacy and effectiveness of our governance, risk management and internal control arrangements, as well as our arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (e.g. from the National Audit Office).
27. To undertake regular reviews of the Committee's effectiveness including benchmarking against best practice.
28. To review all risk and control related disclosure statements, in particular our annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by Directors.
29. To review any recommendations made by the Secretary of State for Education for improving the financial management of our schools.
30. To review, monitor and assess periodically major aspects of risk such as:
 - i. damage to our reputation
 - j. loss of funds
 - k. changes in government policy
 - l. risks to standards, systems and controls that may arise from expansion

General

31. To review or investigate any other matters referred to the A&R Committee by Directors.
32. To draw any significant recommendations and matters of concern to the attention of Directors.

33. To encourage a culture within our Trust whereby each individual feels they have a part to play in guarding the probity of our Trust, and are able to take any concerns or worries to an appropriate member of the leadership team or – in exceptional circumstances – directly to Directors.

Authority

34. The A&R Committee is authorised to:

- request any information it requires from any employee, external audit, internal scrutiny, or other assurance provider.
- obtain outside legal or independent professional advice it considers necessary, normally in consultation with the accounting officer and/or Directors.



Finance & General Purposes Committee

Funding

1. To consider each of the schools' indicative funding, notified annually by the DfE and to assess its implications for the relevant school. This will be in consultation with the CFO together with the Headteacher (HT)/Head of School (HOS) and the School Business Manager (SBM) of the relevant school, in advance of the financial year, drawing any matters of significance or concern to the attention of Directors.
2. To consider and recommend acceptance or non-acceptance by Directors of the schools' budgets each financial year, as well as the overall Trust three-year budget plan.

Budgeting

3. To approve virements within the Committee's delegated limits.
4. To contribute to the formulation of our strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant HT/HOS and the SBM and with the stated and agreed aims and objectives of the relevant school.
5. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include 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 schools' strategic plans.
6. To liaise with and receive reports from appropriate Committees and make recommendations to those Committees about the financial aspects of matters being considered by them.
7. To consider the spending plans of other Committees and report back and advise Directors.
8. To delegate the day-to-day management of the approved budget to the relevant HT/HOS, within agreed authorisation limits, including use of Pupil Premium.
9. To consider requests for supplementary expenditure and make appropriate recommendations to Directors.
10. To consider and act upon matters not covered by other Committees.
11. To review financial policy including consideration of long-term planning and resourcing in accordance with each of the schools' development plans.

Expenditure

12. To monitor and review expenditure against the budget plan (via the CFO Report) on a regular basis and ensure compliance with the overall financial plan for the schools, and with our financial regulations, drawing any matters of concern and/or significant anomalies to the attention of Directors.

Financial Procedures

13. 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.
14. To prepare the financial statement to form part of our Directors' annual report to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH).

Policies

15. To monitor and review finance and other operational policies (e.g. estates management and ICT) on a regular basis, ensuring content is fit for purpose.
16. Approval of finance policies and other operational policies (e.g. estates management and ICT), where full Directors' approval is not required (see policy delegations – separate document).

Health & Safety

17. To receive each term the relevant HT/HOS Health and Safety report and advise as necessary.
18. To monitor compliance with our Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

Asset Management

19. To receive reports from the relevant HT/HOS on the management of assets including premises and their security.
20. To confirm that an asset recording system is in place, including an inventory and fixed asset register for each school.

Property Management

21. To determine the use of our premises and grounds outside school sessions with regard to the lettings and charging policy for each school.
22. To ensure that our premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.
23. To ensure the responsibilities of the Directors under the Environmental Protection Act (1990) are met.
24. To advise Directors on environmental issues to ensure our schools are acting as responsible institutions in their duty to conserve energy, materials and with regard to the local community.

Capital Spend

25. To approve the devolvement of Trust pooled capital funds, including School Condition Allocation (SCA).

General

26. Reviewing or investigating any other matters referred to the F&GP Committee by Directors.
27. Drawing any significant recommendations and matters of concern e.g. significant losses to the attention of Directors.



HR Policy Committee

1. To monitor and review HR-related policies and those policies which have been reviewed by/alongside our HR consultant on a regular basis, ensuring content is fit for purpose.
2. Approval of HR-related policies and those policies which have been reviewed by/alongside our HR consultant, where full Directors' approval is not required (see policy delegations – separate document).
3. Policies approved by the HR Policy Committee will be ratified by the next full meeting of our Directors.



PPP Committee and Pay Appeals Committee

Terms of reference for the PPP and Pay Appeals Committees are detailed within our approved teachers' Pay Policy.



Manor Teaching School Hub (MTSH) Committee

Terms of reference for the MTSH Committee are detailed within the MTSH Terms of Reference document, which is informed by the DfE Delivery Plan and KPIs.



Other Panel Meetings

Terms of reference for the following types of panel meetings are detailed within the relevant approved Policy for our Trust:

- Complaints
- Staff absence hearings
- Staff discipline and/or dismissal meetings
- Staff grievance
- Pupil discipline
- Any other required panel meeting

