



## ***Committee Terms of Reference***

### **Introduction**

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Directors**) 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**).

In order to support the effective operation of the Trust and the Academies, the Directors have established a number of committees to which it has delegated certain of its powers and functions.

In summary, the Directors have established two different types of committee:

1. Committees which are established to deal with Trust-wide matters:
  - a Audit and Risk (A&R)
  - b Finance and General Purposes (F&GP)
  - c Pay, Personnel and Performance Management (PPP)
2. Parent and Community Advisory Forums (PCAFs) which are established by the Directors to provide parent and community voice, thus providing an example of stakeholder engagement and allowing the Directors to know more about the communities they serve.

These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Directors have established – with the exception of the PCAFs. *PCAF Terms of Reference* are contained in a separate document.

The Directors 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 Directors. The functions, duties and proceedings of Committees set out in these *Terms of Reference* shall also be subject to any regulations made by the Directors from time to time.

### **1 Membership – Committees**

1.1 Each Committee shall have a minimum of three members and maximum of six members. In line with Article 101, the majority of Committee members must be Directors.

1.2 The Directors will appoint and remove all Committee members.

- 1.3 The 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 the Trust.
- 1.5 The Directors recognise the overriding principles of the [Academy Trust Handbook](#) (ATH) published by the ESFA and that the Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Risk Committee, the Directors will adhere to the principles of the ATH and:
  - 2.5.1 staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
  - 2.5.2 the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

## **2 Chairs of Committees**

- 2.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Committee.
- 2.2 Subject to paragraph 3.3, each Committee 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 are absent.
- 2.3 No person may act as Chair or Vice-Chair of a Committee under paragraph 3.1 unless they are also a Trustee.
- 2.4 No person may act as Chair under paragraph 3.1 if they are an employee of the Trust.

## **3 Authority, remit and responsibilities of the Committees**

- 3.1 Each Committee shall be responsible for the matters as set out in Appendix 1.
- 3.2 Each Committee is authorised by the Directors to:
  - 4.2.1 carry on any activity authorised by these *Terms of Reference*; and
  - 4.2.2 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.
- 3.3 Save with the consent of the Directors, the Committees may not establish sub-committees.

## **4 Proceedings of Committee meetings**

- 4.1 The Committees and PCAFs will meet as often as is necessary to fulfil their responsibilities but at least:
  - F&GP Committee - three occasions
  - A&R Committee - three occasions
  - PPP Committee - one occasion
- 4.2 The quorum for the transaction of the business of a Committee shall be a majority of the Committee members. In line with Article 101, no vote on any matter shall be taken at a meeting of a Committee unless the majority of members of the committee present (including remotely e.g. online) are Directors.
- 4.3 Each Committee member present shall be entitled to one vote.
- 4.4 Where there is an equal division of votes the Chair shall have a casting vote.

- 4.5 The Chief Executive Officer (CEO) shall ensure that a Clerk is provided to take minutes at meetings of the Committees.
- 4.6 The relevant Headteacher shall ensure that a summary of PCAF meetings is recorded, though these meetings do not need to be formally clerked.
- 4.7 A register of attendance shall be kept for each Committee meeting and attendance records for the last 12 months will be published on the Trust website.
- 4.8 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.

## **5 Conduct of Committee members**

- 5.1 All Committee members shall observe at all times the provisions of the Trust's *Code of Conduct (for PCAF members, details are included in the PCAF Terms of Reference)*.

## **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 Academies or the 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 (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.

## **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:
- 7.1.1 is or becomes disqualified from holding office under the Trust's *Articles of Association* (Articles 68-80);
  - 7.1.2 is or becomes disqualified from holding office as a Governor of a School or Academy;
  - 7.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
  - 7.1.4 is barred from any regulated activity relating to children;
  - 7.1.5 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;
  - 7.1.6 commits a serious breach of the Trust's *Code of Conduct* or any protocol implemented by the Directors; or
  - 7.1.7 resigns office by notice in writing to the relevant Chair and/or the Trust Governance Professional.
- 7.2 The 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 relevant Chair.

## Appendix 1 Powers & Functions Delegated to Committees

<b>Remit and Responsibilities of the Audit &amp; Risk Committee</b>
---

### ***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.
- 2 To recommend the audit fees to the 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 the Directors to the Members of the 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 the Directors the appointment/re-appointment of the external auditor.
- 8 To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

### ***Internal Audit***

- 9 To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
- 10 To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- 11 To monitor the implementation of action(s) agreed by management in response to reports from the internal audits.

### ***Financial Management & Policies***

- 12 To keep under review the Trust's 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 the Directors, paying particular attention to:
  - critical accounting policies and practices, and any changes in them
  - decisions requiring a major element of judgement
  - the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
  - the clarity and transparency of disclosures
  - significant adjustments resulting from the audit

- the going concern assumption
  - compliance with accounting standards
  - compliance with DfE and legal requirements.
- 13 To review the Trust's policy and procedures for handling allegations from whistleblowers.
  - 14 To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
  - 15 To receive reports on the outcome of investigations of suspected or alleged impropriety.
  - 16 To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
  - 17 To ensure that any significant losses are investigated and reported to the DfE/ESFA where required.
  - 18 To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
  - 19 To review the adequacy and robustness of risk registers.
  - 20 To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its 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).
  - 21 To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Directors.
  - 22 To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

### **General**

- 23 To review or investigate any other matters referred to the Audit & Risk Committee by the Directors.
- 24 To draw any significant recommendations and matters of concern to the attention of the Directors.

## Remit and Responsibilities of the Finance & General Purposes Committee

### ***Funding***

- 1 To consider each of the Academies' indicative funding, notified annually by the DfE/ESFA and to assess its implications for the relevant Academy. This will be in consultation with the CFO together with the Headteacher/Head of School and the Business Manager of the relevant Academy, in advance of the financial year, drawing any matters of significance or concern to the attention of the Directors.
- 2 To consider and recommend acceptance or non-acceptance of the Academies' budgets each financial year.

### ***Budgeting***

- 3 To approve virements within the Committee's delegated limits.
- 4 To contribute to the formulation of the Academies' strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant the Headteacher/Head of School and the Business Manager and with the stated and agreed aims and objectives of the relevant Academy.
- 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 Academies' 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 the Directors.
- 8 To delegate the day-to-day management of the approved budget to the relevant Headteacher/Head of School, within agreed authorisation limits.
- 9 To consider requests for supplementary expenditure and make appropriate recommendations to the 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 Academies' development plans.

### ***Expenditure***

- 12 To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Academies, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the 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 the annual report of the Directors 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 related policies, on a regular basis, ensuring their content is fit for purpose for the Trust.
- 16 Approval of finance policies, where full Directors' approval is not required (see policy delegations – separate document).

### ***Health & Safety***

- 17 To receive each term the relevant Headteacher/Head of School's Health and Safety report and advise as necessary.
- 18 To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

### ***Asset Management***

- 19 To receive reports from the relevant Headteacher/Head of School 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 Academy.

### ***Property Management***

- 21 To determine the use of the Academies' premises and grounds outside Academies' sessions with regard to the lettings and charging policy for each Academy.
- 22 To ensure that the Academies' 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 the Directors on environmental issues to ensure the Academies 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 Finance & General Purposes Committee by the Directors.
- 27 Drawing any significant recommendations and matters of concern to the attention of the Directors.

<b>Remit and Responsibilities of the PPP Committee and Pay Appeals Committee</b>
--

Terms of reference for the PPP Committee and Pay Appeals Committee are detailed within the approved Pay Policy for the Trust.

<b>Remit and Responsibilities of other Panel Meetings</b>
---

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

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