



TRUST BOARD, TRUST COMMITTEES AND LOCAL GOVERNING BODIES TERMS OF REFERENCE

Please read in conjunction with the Scheme of Delegation

Definitions :

- Members : the founders of the company
- Directors : constitute the Board
- Governors : constitute Local Governing Bodies

Directors and Governors may participate in any meeting through teleconferencing which is deemed to be in attendance at that meeting.

EXPENSES

It is not the policy of ESW to pay expenses to governors or Directors whilst they carry out their normal duties. However, when a Director or governor wishes to submit a claim for an extraordinary expense arising from their duties (such as extended travel or accommodation), then he/she should do so using the standard staff claim form. This needs to be authorised for payment by the Chair of LGB (where appropriate) and the Chair of Board in all cases.

ELECTION OF CHAIR AND VICE CHAIR OF TRUST BOARD, TRUST COMMITTEES, LOCAL GOVERNING BODIES AND THEIR COMMITTEES (IF APPROPRIATE)

The Clerk chairs the meeting for duration of the election of chair and conducts the election. The newly elected chair conducts the election of the vice chair. All appointments to LGBs are subject to ratification by the Board.

- Directors/Governors are asked for nominations prior to the meeting.
- Directors/Governors are able to self-nominate
- Directors/Governors may be proposed by another Director/Governor
- Nominations may be made by email
- Nominations are not accepted at the meeting
- Nominations are accepted by Directors/Governors who are unable to be present at the meeting
- The candidate(s) is asked to leave the meeting
- The election is conducted by a show of hands where there is one candidate
- The election is conducted by secret ballot when there is more than one candidate
- The candidate(s) returns to the meeting
- The clerk announces the result with the candidate polling the majority of vote being duly elected.
- In the event of a tie, each candidate is given the opportunity to speak to the Directors/Governors about their nomination and a further vote will be taken.
- In the event of a second tie the decision will be taken by the Board, in the case of an LGB, or the Members in the case of the Board.



MEMBERS

Core purpose

1. Responsibility for ensuring that the academy trust's charitable objective, 'advancing education for the public benefit', is being met.
2. Appoint up to eight directors with the aim of creating a Board that;
 - a. Has wide experience of the strategy and management of complex organisations
 - b. Has expertise of the range of schools in the Trust
 - c. Is balanced in terms of the geography of the Trust
 - d. Is balanced in terms of the gender of Board Directors
3. Appoint and remove auditors
4. Amend the Articles

TRUST BOARD

Core Purpose

To further the objects and vision of the Trust by:

1. Ensuring clarity of vision, ethos and strategic direction;
2. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff; and
3. Overseeing the financial performance of the organisation and making sure its money is well spent.

A well-informed, supportive and challenging Board is an essential prerequisite for a successful Trust. Ultimate responsibility lies with the Trust Board which delegates responsibility to executives and committees as detailed in the Terms of Reference and Scheme of Delegation. Committees may refer any other matter to the Trust Board at their discretion.

In fulfilling its duties, the Board holds ultimate accountability for all activities of its schools and in doing so it respects and acknowledges the importance of local self-government and contexts in accordance with the principle of earned autonomy. The Chief Executive Officer and Chief Operating Officer recommend to the Board any variation to this Scheme of Delegation when it is reviewed annually with regard to individual academies, depending on their situation.

I. Membership

- I.1 Directors as appointed by Members and those co-opted

CEO, if not appointed as a director, Chief Operating Officer and Director of School Improvement in attendance if required.

- I.2. The Chair and Vice Chair are elected annually



2. **Quorum**
The quorum is 50% of the total number of non-executive Directors.
3. **Meetings**
The Board meets as required but at least six times per annum.
4. **Terms of Reference**
 - 4.1 To agree the strategic aims and vision of the Trust; to monitor and evaluate progress towards their achievement.
 - 4.2 To hold overall accountability for the educational achievement of all students in all schools in the Trust.
 - 4.3 To hold overall accountability for the financial affairs of the Trust.
 - 4.4 To ensure that the Trust and its schools are well-led and managed.
 - 4.5 The Board remains accountable but delegates authority to take decisions and responsibility to Committees and LGBs in accordance with the Scheme of Delegation. This is reviewed annually. The Board receives regular reports from the Committees in order to fulfil its own responsibilities.
 - 4.6. To appoint the members of Committees
 - 4.7. To propose the appointment of Auditors

FINANCE AND INTERNAL ASSURANCE COMMITTEE

Core Purpose

The Board exercises its role of financial scrutiny and challenge through the Finance and Internal Assurance Committee .

1. Membership

- 1.1 The membership is appointed by the Trust Board and comprises:

3 Directors of the Trust Board	1 year term
Up to 3 LGB members	1 year term
Chief Executive Officer	
- 1.2 The Chairman is appointed by the Board and must be a Director.
- 1.3 The Committee may recommend co-option of additional members by the Trust Board.
- 1.4 The Chief Operating Officer is in attendance at this committee.

2. Quorum



The quorum is at least 50% of the members of the Committee provided that the majority of those present are Trust Board Directors.

3. Meetings

The Committee meets as required but at least four times per annum. Employees should not participate as members when audit matters are discussed.

Decisions are taken by majority vote with at least two directors voting in favour.

All decisions must be ratified by the Board.

4. Terms of Reference

- 4.1. Scrutiny of quarterly accounts produced by the Chief Operating Officer and presented at the appropriate Finance Committee meeting.
- 4.2. Perform the functions of an audit and risks committee, in accordance with the Academies Financial Handbook 2020 (para. 3.6) reviewing risks to internal control through an agreed programme of work . (The committee may delegate this work to one or more of its members or to others suitably qualified.)
In its audit and risk role the committee must:
 - direct the trust's programme of internal scrutiny
 - ensure that risks are being addressed appropriately through internal scrutiny
 - report to the board on the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks.
- 4.3. Receive the monthly management accounts produced for each school and engage with the CEO and/or Chief Operating Officer on any matters arising. (The committee may delegate this work to one or more of its members)
- 4.4. Annual review, update and monitoring of the Risk Register.
- 4.5. Scrutiny of external audit plans and reports and ensure that appropriate actions are taken.
- 4.6. Review of annual budgets for each school for recommendation and approval by the Board.
- 4.7. To authorise unbudgeted revenue and capital expenditure in accordance with this policy.
- 4.8. Review and approval of internal proposals for the application of the EFA capital building and maintenance grants.
- 4.9. Act as remuneration committee for all schools in the Trust, setting Trust pay scales, ensuring all schools carry out performance management, and approving recommendations for progression.



THE APPEALS COMMITTEE

Core Purpose

To hear appeals resulting from the decision of any Trust Committees or LGBs.

1. Membership

The membership comprises:

- 1.1. A minimum of three and maximum of six Directors/Governors who have not taken part in relevant meetings
- 1.2. A chairman is elected from those present at the meeting
- 1.3. Members of staff or others with an interest may not be members of the Committee
- 1.4. The Executive Principals and Chair of Board are not members and may be invited to attend to give advice, but may not vote.

2. Quorum

The quorum shall be three, provided the majority are Trust Board Directors.

3. Meetings

The committee meets as required and a Chairman selected from those present.

4. Terms of Reference

- 4.1. To consider and to make decisions on any appeals relating to staff issues including pay, redundancy, dismissal or staff grievances, in accordance with relevant Trust policies and scheme of delegation.
- 4.2. To consider appeals relating to cases of exclusion of a student from a school, in accordance with relevant Trust policies and scheme of delegation.

LOCAL GOVERNING BODY (LGB)

Core Purpose

It is accepted that a well-informed, supportive and challenging LGB is an essential prerequisite for a successful school. Ultimate responsibility lies with the Trust Board which delegates responsibility to each LGB as detailed in the Scheme of Delegation. This is reviewed annually or on the appointment of a new CEO. LGBs may decide to delegate responsibility to a committee with its own terms of reference.

1. Membership

The membership comprises:

- The Head of the school
- a maximum of 2 staff governors appointed or elected as decided by the LGB



- 2 parent governors appointed or elected as decided by the LGB
- At least 4 other governors

All governor appointments are subject to ratification by the Trust Board.
There is no mandated upper limit on the number of governors.
Directors of the Trust may not be governors.

Trust Board Members, Chief Executive Officer, Chief Operating Officer and Director of School Improvement in attendance if required

2. **Quorum**

The quorum is 50% of the membership.

3. **Meetings**

The LGB meets as required but at least three times per annum.

4. **Terms of Reference**

Within the overall framework and policies of the Trust:

- 4.1 To agree the strategic aims and vision of the school and approve its annual Improvement Plan; to hold the Head to account for progress towards their achievement.
- 4.2 To hold the Head to account for:
 - the educational achievement of all students in the school including progress and attainment of all groups of students
 - the quality of teaching and learning and the curriculum
 - standards of personal development, and welfare, behaviour and attendance
 - Leadership and management: performance management; staff development; safeguarding.
- 4.3 To recommend a budget to the Board;
- 4.4. To provide regular reports to the Board in order to fulfil its own responsibilities.
- 4.5 To understand the views of pupils, parents and carers, staff, and the wider community and to ensure that these views are used to inform decision making.

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