

St. Mary's Academy Trust

Terms of Reference

Revised: August 2024

Table of Contents

| | |
|--|--------|
| Introduction | 3 |
| Rationale | 3 |
| Delegated Powers | 3-4 |
| Authority of the Sub Committees | 4 |
| Business Interests | 4 |
| Disqualification & Removal of Committee Members | 5 |
| Governance Structure | 6 |
| Appendix A – Terms of Reference | 7 - 22 |
| Members | 8-9 |
| Board of Trustees | 10-12 |
| Finance & Audit Committee | 13-15 |
| Local Governing Body | 16 |
| CEO Performance Management Committee | 19 |
| Other Sub Committees and Panels | 221 |

Introduction

The Board of Trustees of St Mary's Academy Trust (SMAT) is required to approve a Governance structure for the Trust on an annual basis.

The governance structure must be:

- Compliant with DfE requirements, company and charity law
- scalable and so adaptable to growth or change in the Academy Trust
- capable of being serviced by the Trustees of the Academy Trust and members of the LGB

To support the effective operation of the Trust and the Academies, the Board has established committees to which it has delegated certain of its powers and functions. This document defines the roles of and the terms of reference for the Members, the Board and its committees (collectively referred to here as the Terms of Reference). The Board will review these Terms of Reference together with the membership of the committees at least once every twelve months.

The Board has established three different types of committee:

- The main Board committee which is established to deal with Trust-wide matters relating to finance, audit and risk (Finance and Audit Committee)
- Local Governing Bodies (LGB) which are established by the Board to support the effective operation of the Academies.
- It may be necessary from time to time, by agreement with the Chair, to establish a single purpose working party in order to deal with an issue that cannot be dealt with adequately by the Finance & Audit Committee or LGB in one of its scheduled meetings. Any such working party will be disbanded as soon as its work is complete.

The membership of each committee must always include a majority of Trustees except in the case of the LGBs.

Rationale

The proposed structure meets the minimum requirements stated in the Academies Financial Handbook (a Board of Trustees and a Finance and Audit Committee) and the Articles of Association, which require an LGB for the Academy.

In addition, it is proposed to have Committees as and when required, which service the needs of the Academy at a point in time when it is deemed necessary.

Delegated Powers

SMAT has a strategic role in the running all the Schools within the Trust.

As the accountable body, the Board of Trustees is the key decision maker. Whilst the Board delegates matters to executive leaders and sub committees, it remains accountable and responsible for all decisions made.

The Board operates and makes decisions in the best interest of pupils and in line with the Trust's charitable objects and religious designation of the Trust.

The Academy Trust has approved a Scheme of Delegation defining the powers and functions that are reserved for the Board, its Committees and Trust leaders, at different levels of the organisation.

All decisions made by Committees with delegated powers must be reported to the next full meeting of the Board. If the minutes are not finalized, a brief statement of the conclusions reached should be given.

Authority of the Sub Committees

Each Sub Committee is authorised by the Board to:

- Carry on any activity authorised by these Terms of Reference and the Trust Scheme of Delegation
- 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

Any Trustee may be in attendance at any Sub-committee or LGB meeting, they are not a member of, in an observatory capacity.

The CEO can attend all meetings of any committee established by the Trust but in some instances, this may only be in an advisory capacity. When an issue is being discussed which directly affects the CEO they must, as with any other Trustee/Governor in a similar position, declare an interest and physically withdraw from the meeting.

Each Committee shall be responsible for the matters as set out in [Appendix A](#).

Business Interests

Board and Committee members are required to declare any business or other interests in any item being discussed at a meeting. The Trust will maintain and publish as required a register of the business and pecuniary interests of Members, Trustees and LGB members.

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

- There may be a conflict between their interests and the interests of any of the establishments or the Trust
- There is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
- 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

For further information on the declaration of business interests, please review the Governance Code of Conduct.

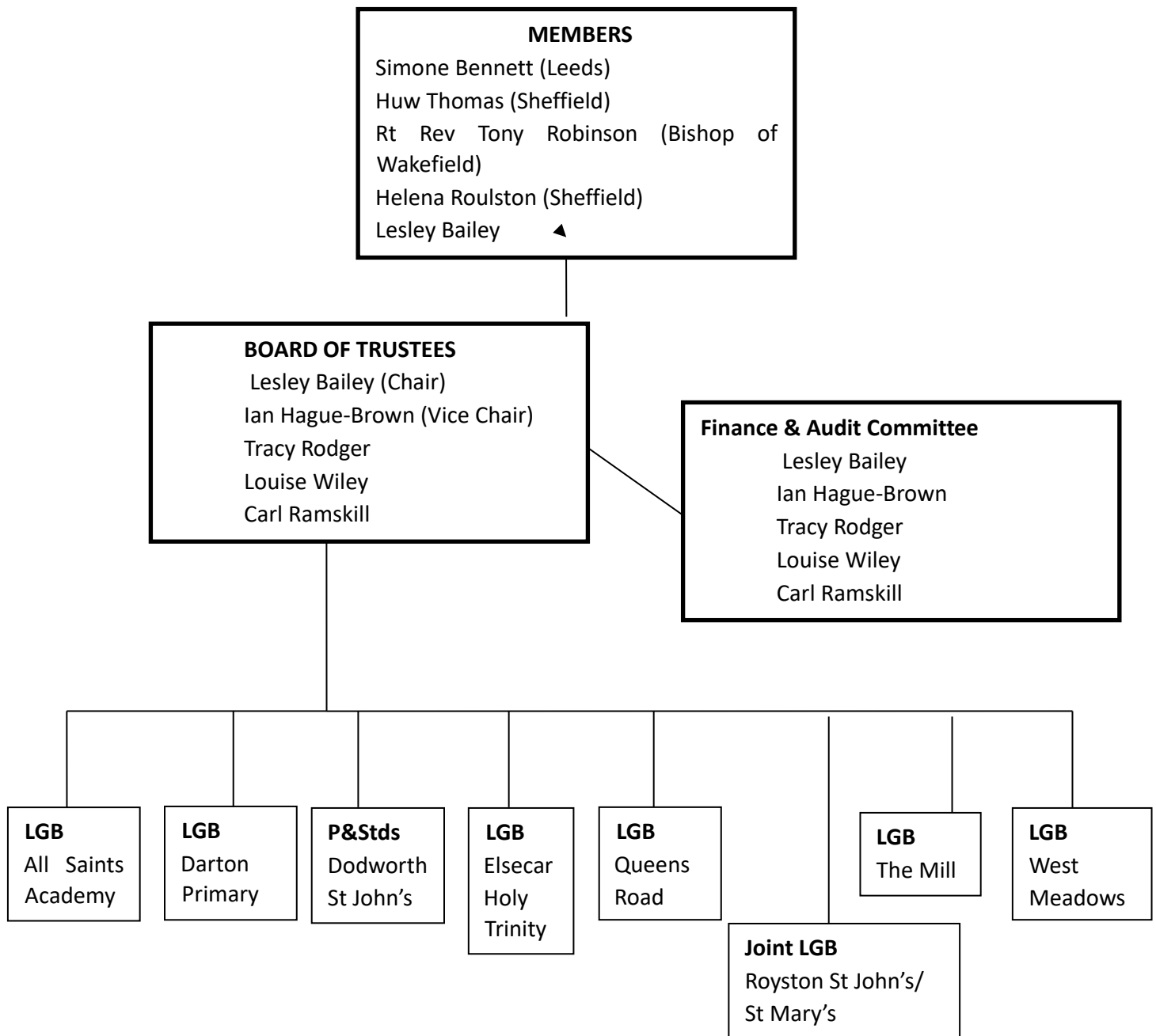
Disqualification & Removal of Committee Members

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:

- Is or becomes disqualified from holding office under the Trust's Articles of Association (Articles 68-92.)
- Is or becomes disqualified from holding office as a governor of a school or establishment
- Is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people
- Is barred from any regulated activity relating to children
- Is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced
- 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)
- Refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check
- Is absent, without apologies accepted by the Chair from 2 consecutive meetings and the committee members resolve that the office be vacated
- Resigns their office by notice in writing to the relevant Chair
- In the case of an LAC member, their term of office expires and they are not re-appointed.

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.

Governance Structure



APPENDIX A

TERMS OF REFERENCE

1. Members
2. Board of Trustees
3. Finance & Audit Committee
4. LGB (Local Governing Body)
5. CEO Performance Management Committee
6. Other Sub-committees and Panels

Members – Terms of Reference

Purpose Members have ultimate control over the Trust. Members play a limited but crucial role in safeguarding of Academy Trust governance. Their role is to ensure that the charitable object of the Trust is fulfilled and to conduct oversight of the Board of Trustees.

Membership **Constitution**
The Academy Trust will have at least 3 Members.

Appointment **Segregation**

Members must not be employees of the Trust, nor occupy staff establishment roles on an unpaid voluntary basis.

There should be significant separation between the individuals who are Members and those who are Trustees. Members must be independent of the Board with the exception of the Chair of the Academy Trustees who is appointed as a Member.

Members will not be involved in the day-to-day business of the Academy Trust and will ensure they do not assume the powers of the Academy Trustees.

Proceedings **Quorum**
The quorum is three Members.

Voting
Only Members may vote at its meetings.

The Chair will have a casting vote.

Frequency and Attendance
The Members will meet as often as is necessary to fulfil its responsibilities and at least once per year for the AGM.

Responsibilities Members help to ensure that Academy Trustees are exercising effective governance by utilising a range of powers including:

1. Appointing and removing Academy Trustees: Members can appoint Academy Trustees and remove any or all serving Academy Trustees
2. Appointing and removing Members: There must always be a minimum of three Members. Members can appoint new Members or remove existing Members except: the foundation/sponsor body or a related body, e.g. religious body, and any Members appointed by the foundation/sponsor.
3. Directing Academy Trustees: Members can, by special resolution, direct Academy Trustees to take a specific action where Academy Trustees are unable or unwilling to act in the best interests of the Academy Trust. Members should consider using this power if they

believe the trust board is failing to carry out its core functions, or is acting unlawfully.

4. Amending the Academy Trust's Articles of Association: Members can amend the Articles of Association (including the objects clause), subject to any restrictions in the Articles, the funding agreement or charity and company law.
5. Appointing and removing Auditors: Members appoint the Academy Trust's auditors and will receive and review (but do not have to sign off) the Academy Trust's annual audited accounts (subject to the Companies Act).

Review

The terms of reference shall be reviewed at least annually and otherwise as determined by the Trustees.

Board of Trustees – Terms of Reference

Purpose The Board of Trustees have overall decision-making responsibility for all the work of the Trust. The Board will set the strategic direction of the Trust and maintain legal oversight.

Membership **Constitution**
The Trustee Board will comprise of a minimum of 5 Trustees

The CEO is an ex officio member of the Board of Trustees.

Term of Office
The term of office for any Trustee shall be four years, save that this time limit shall not apply to any post which is held ex officio. It is recommended that no Trustee will serve more than 2 consecutive terms.

Appointment of Chair

The Chair of the Board of Trustees will be elected on an annual basis at the first meeting of the committee in the autumn term.

In the absence of the Chair, the Board of Trustees will elect a temporary replacement from among the Trustees present at the meeting.

Segregation

No Trustee will form part of the Membership with the exception of the Chair of the Academy Trustees who is appointed as a Member.

NB: Should a Trustee of the Board have to act as Chair to a LGB, then any appointment will have a specific time bound period and purpose and will be at the discretion of the Chair of Trustees. Examples include:

- The need for a Transitional Committee following the disbanding of an IEB
 - The need for leadership due to insufficient LGB numbers/skill set
 - The need for an Interim Advisory Board due to underperformance in governance
-

Proceedings

Quorum

The quorum is three Trustees

Voting

Only members of the Board of Trustees may vote at its meetings.

The Chair will have a casting vote.

Frequency and Attendance

The Board of Trustees will meet as often as is necessary to fulfil its responsibilities and at least 3 times across an academic year.

Any Trustee may attend meetings of any of the Academy Trust and LGB meetings.

The 'normal' termly schedule of meetings should commence with the LGB in the first half of the term, followed by the Board of Trustees, Audit and Finance Committee. This allows action and decisions to be reported to the Board as required by the Articles of Association and within a termly cycle.

If absent without apologies accepted by the Chair from 2 consecutive meetings and the committee members resolve that the office be vacated, an individual shall cease to be a member of the Board of Trustees. Formal written notice of removal will be given by the Chair of the committee.

Clerk The clerk of the Board of Trustees will be specifically appointed to serve the Board. In the absence of the clerk the Board will appoint a replacement clerk for the meeting.

The clerk will circulate an agenda and papers for each meeting at least 1 week before the Board of Trustees meeting.

The clerk will record attendance at meetings. Issues discussed and recommendations for decisions will be recorded. This is to meet the statutory requirement to seek ratification of decisions and recommendations.

Responsibilities In exercising its strategic role, the Trust Board will retain exclusive responsibility for the following:

1. Ensuring compliance with the Trust's duties under Company Law and Charity Law and agreements made with the DfE, including the Funding Agreement, and the Deed of Gift
2. The determination of the vision and ethos of the Trust whilst acknowledging the uniqueness of each Academy and the needs of the communities they serve
3. To ensure that there is an effective risk management strategy in place and risks are reviewed in line with the Trust vision and objectives
4. Determination of the establishment, constitution, membership, proceedings and delegated powers and functions of all Committees, their annual review and revision
5. To make or ratify suitable appointments of individuals who serve or will serve on the LGBs, such as the Chair including removing such individuals who fail to fulfil the expectations of the role
6. The formal appointment or dismissal of the CEO
7. To provide support and challenge to the CEO and through this, the academies
8. Undertake the performance management of the CEO
9. In conjunction with the CEO, setting key strategic objectives and targets and reviewing performance against these
10. The ratification of Academy Trust policies, not delegated to the LGBs as set out in the Trust's Scheme of Delegation

11. To regularly review and receive a high-level overview of Trust performance and ensuring that the Trust operates effective systems and procedures within all statutory regulations including:
 - Safeguarding
 - Building and site and health and safety
 - ICT and data protection regulations
 - Equality and inclusion
12. To ensure the effective implementation of all other Trust policies and procedures which is intended will achieve a consistently high standard of education and financial prudence across all areas of the Trust
13. To approve the overall Trust budgets, having regard for any recommendations of the Finance Committee which will be responsible for conducting a thorough review of all budget proposals
14. To recommend the appointment/resignation of the auditors to Members on an annual basis
15. To ensure appropriate performance management systems are in place and are effective across the Trust through monitoring and review

Review

The terms of reference shall be reviewed at least annually and otherwise as determined by the Trustees.

Finance & Audit Committee – Terms of Reference

Purpose To provide oversight of the financial reporting process, the audit process, the Trust's system of internal controls and compliance with laws and regulations.

Membership

Constitution

The Finance & Audit Committee will comprise of no less than 3 and up to 5 members.

The Finance & Audit Committee constitution must include at least 3 Trustees.

Employees of the Trust should not be Finance and Audit Committee members, but the Chief Operations Officer and Chief Financial Officer should attend to provide information and participate in discussions.

Term of Office

The term of office shall be 4 years. It is recommended that no committee member will serve more than 2 consecutive terms.

Appointment of Chair

The Chair of the Finance & Audit Committee will be elected on an annual basis at the first meeting of the committee in the autumn term.

In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the meeting.

Proceedings

Quorum

The quorum is three Trustees who are members of the Finance & Audit Committee.

Voting

Only members of the Finance & Audit Committee may vote at its meetings.

The Chair will have a casting vote.

Frequency and Attendance

The Finance & Audit Committee will meet as often as is necessary to fulfil its responsibilities and at least once each term.

The Finance & Audit Committee may invite attendance at meetings from persons who are not Trustees to assist or advise on a particular matter or range of issues.

If absent without apologies accepted by the Chair from 2 consecutive meetings and the committee members resolve that the office be vacated, an individual shall cease to be a member of the Finance and Audit Committee. Formal written notice of removal will be given by the Chair of the committee.

Clerk

The clerk of the Finance & Audit Committee will be specifically appointed to serve the Committee. In the absence of the clerk the Finance & Audit Committee will appoint a replacement clerk for the meeting.

The clerk will circulate an agenda and papers for each meeting at least 1 week before the Finance & Audit Committee meeting.

The clerk will record attendance at meetings. Issues discussed and recommendations for decisions will be recorded. This is to meet the statutory requirement to provide information to the whole Board of Trustees and to seek ratification of decisions and recommendations.

Responsibilities

In the exercise of its delegated powers and functions, the Finance & Audit Committee shall:

1. Prepare/review, in association with the CEO and other relevant staff, the indicative annual budget, as notified by the EFA
2. Approve the initial budget for the academic year and recommend acceptance/non acceptance to the Trustees
3. Ensure the annual budget plan has been prepared in line with the principles of Best Value established by the Trust
4. Receive and review financial information which will enable the Committee to ensure Academies Financial Regulations and Standing Orders are being complied with
5. To receive the annual accounts and audit certificate for all funds and trading organisations operated by the Academy, in

accordance with Companies Act and Charity Commission requirements and recommend to the Board of Trustees

6. Receive and respond to the recommendations made in any reports, from the External auditors, Responsible Officer and DfE, on the financial systems operated by the Academy.
7. To assess the financial progress in achieving the objectives in the School Improvement Plans
8. To ensure financial systems have adequate controls to ensure all transactions are processed properly and are transacted in line with the tendering limits
9. Take delegated responsibility on behalf of the Board of Trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academy Trust Handbook
10. To ensure a comprehensive risk management strategy is in place to effectively identify, assess and manage risks across all levels of the Trust
11. Agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions and risks
12. To Monitor compliance with the Academies Scheme of Financial Delegation as approved by the Trustees and outlined below:-
 - The Trust will retain overall responsibility for any major items of expenditure and income over the value of £50,000 for individual items
 - The Finance & Audit Committee will approve any major items of expenditure and income over the value of £5,000 up to £49,999 for individual item
 - The CEO will approve any expenditure on an individual order over £1,001 to £4,999
 - All orders over the value of £25,000 must be countersigned by the CEO with the exception of secondary exams and formal assessment expenditure
 - The Headteacher will approve expenditure from £1 to £1,000 on a single item.
 - Trust CFO to authorise budget virements up to £10,000.
 - The Finance & Audit Committee and the CEO informed of budget virements from £10,001 upwards

Review

The terms of reference shall be reviewed at least annually and otherwise as determined by the Trustees.

LGB – Terms of Reference

Purpose To provide confident leadership and robust accountability, oversight and assurance for education, staffing, community engagement and any delegated financial accountability within the Trust's academies.

Membership

Constitution

LGBs will comprise of no less than 3 and up to 7 Governors.

The LGB constitution must include:

- 2 Elected Parent Governors
- Up to 5 Trust Appointed Governors (including a Foundation Governor for church schools)
- The CEO (or delegated representative) and the academy's Headteacher are ex officio members of the LGB

Term of Office

The term of office shall be 4 years. It is recommended that no committee member will serve more than 2 consecutive terms.

Appointment of Chair

The Chair of the LGB will be elected on an annual basis at the first meeting of the committee in the Summer 2 Term.

In the absence of the Chair, the LGB will elect a temporary replacement from among the Trustees/Governors present at the meeting.

Segregation

No Trustee who is employed by the Academy Trust will act as Chair to the LGB.

NB: Should a Trustee of the Board have to act as Chair to a LGB, then any appointment will have a specific time bound period and purpose and will be at the discretion of the Chair of Trustees. Examples include:

- The need for a Transitional Committee following the disbanding of an IEB
- The need for leadership due to insufficient LGB numbers/skill set
- The need for an Interim Advisory Board due to underperformance in governance

Proceedings

Quorum

The quorum is three members of the LGB.

Voting

Only members of the LGB may vote at its meetings.

The Chair will have a casting vote.

Frequency and Attendance

The LGB will meet as often as is necessary to fulfil its responsibilities and at least 6 times across an academic year.

Any Trustee may attend meetings and observe meetings of any of the LGBs within the Trust.

The LGB may invite attendance at meetings from persons who are not Trustees/Governors to assist or advise on a particular matter or range of issues, including parents and members of Academy staff.

If absent without apologies accepted by the Chair from 2 consecutive meetings and the committee members recommend that the office be vacated, an individual shall cease to be a member of the Local Governing Body upon formal ratification from the Trustees. Formal written notice of removal will be given by the Chair of the committee, once the Trustees have ratified the decision.

Clerk

The clerk of the LGB will be specifically appointed to serve the Committee. In the absence of the clerk the LGB will appoint a replacement clerk for the meeting.

The clerk will circulate an agenda and papers for each meeting at least 1 week before the LGB meeting.

The clerk will record attendance at meetings. Issues discussed and recommendations for decisions will be recorded. This is to meet the statutory requirement to provide information to the Board of Trustees and to seek ratification of decisions and recommendations.

Responsibilities

In the exercise of its delegated powers and functions, members of the LGB shall:

1. Work collaboratively with Trustees, the Headteacher and Central Executive Team to ensure that the Academy is conducted at all times in accordance with the objects of the Trust
2. Ensure that the Academy contributes significantly to the overall development and success of the Trust
3. Monitor and evaluate performance against targets outlined within the Strategic School Plan (SSP) and School Evaluation Form (SEF), on a termly basis
4. Be a critical friend to the Headteacher and senior leaders, accelerating the pace and rate of improvement and the achievement of all pupils, including monitoring Attendance and Absenteeism, and the use and impact of Pupil Premium and Sports Premium, through the termly review of the Head Teacher's report, providing support and challenge as appropriate. Academies with a religious designation should ensure monitoring and compliance to the SIAMS framework through periodic scrutiny and review.
5. Ensure compliance with all policies and procedures through periodic scrutiny, monitoring and review

6. Monitor compliance of building and site, health and safety, ICT and data protection regulations and the Trust's related policies, and procedures through periodic scrutiny, and review.
7. Ensure that all pupils are safe within the Academy following the requirements of 'Keeping Children Safe in Education' including the review and monitoring of associated policies through periodic scrutiny, monitoring and review
8. Ensuring a continued focus on equality by understanding the demographics of the academy and potential areas for inequality in outcomes for pupils, key demographics will include SEND, Pupil Premium, ethnicity, gender through periodic scrutiny, monitoring and review
9. To ensure that link Governors meet their responsibilities within school, for example Safeguarding, SEND and H&S, or any other area as recommended by the Trust Board

Review

The terms of reference shall be reviewed at least annually and otherwise as determined by the Trustees.

CEO Performance Management Committee – Terms of Reference

| | |
|-----------------------------|--|
| Purpose | <p>The overall purpose of the CEO Performance Management Committee is to oversee and support CEO performance and carry out the statutory responsibilities for performance management as set out in the Trust's policy.</p> |
| Membership | <p>Constitution The CEO Performance Management Committee will comprise of no less than 3 and up to 5 Trustees.</p> <p>Members of the committee shall be appointed by the Board of Trustees.</p> <p>Term of Office The term of office shall be 4 years. It is recommended that no committee member will serve more than 2 consecutive terms.</p> <p>Segregation No LGB member will be an appointed member of the CEO Performance Management Committee.</p> |
| Appointment of Chair | <p>The Chair of the committee will be elected as the need arises, no later than at the first meeting of the Committee.</p> |
| Proceedings | <p>Quorum The quorum is one third who are appointed members of the committee.</p> <p>Voting Only members of the committee may vote at its meetings.</p> <p>The Chair will have a casting vote.</p> <p>Frequency and Attendance Committees will meet as often as is necessary to fulfil its responsibilities and agreed aims.</p> |
| Clerk | <p>The clerk of the committee will be specifically appointed to serve. In the absence of the clerk the committee will appoint a replacement clerk for the meeting. The clerk will circulate an agenda and papers for each meeting at least 1 week before the committee meeting where necessary.</p> <p>The clerk will record attendance at meetings. Issues discussed and recommendations for decisions will be recorded. This is to meet the statutory requirement to seek ratification of decisions and recommendations where appropriate.</p> |

Responsibilities

1. To approve the Performance Management Scheme for the current academic year
2. To carry out the performance review of the CEO in accordance with legal requirements and the performance management policy of the Trust, including:
 - Agreeing the CEO's performance objectives and monitoring progress towards them over the year
 - Reviewing progress against the objectives on an annual basis
3. To pass the result of the performance review, including any recommendation on pay progression to the Chair of the Finance and Audit Committee. The Chair should then pass the Committee's recommendation on pay progression to the Board of Trustees for approval
4. To advise the Board of Trustees on all matters related to the Performance Management Scheme
5. To consider any staff discipline issues in relation to the CEO

Review

The terms of reference shall be reviewed at least annually and otherwise as determined by the Trustees.

Other Sub Committees and Panels – Terms of Reference

Purpose To assist the decision making of the Trustees, it may be necessary from time to time to establish a single purpose committee or working party in order to deal with an issue that cannot be dealt with adequately by the Board, Finance & Audit Committee or LGB in one of its scheduled meetings. These include but are not limited to:

- Pupil Disciplinary
- Staffing and Appeals
- Redundancy

Major issues will be referred to the Trust Board for ratification.

Membership

Constitution

The membership of these committees and panels will be agreed as the need arises. All sub committees must have a minimum of 3 Trustees or LGB members.

For employment matters, representation must include 2 LGB members and a minimum of 1 Trustee.

Term of Office

A single purpose working party or committee will be disbanded as soon as its work is complete.

Segregation

No parent LGB member will be an appointed member of committees established to deal with pupil related issues (for example pupil disciplinary).

Appointment of Chair

The Chair of the committee will be elected as the need arises, no later than at the first meeting of the Committee.

| | |
|-------------------------|---|
| Proceedings | <p>Quorum The quorum is one third who are appointed members of the committee.</p> <p>Voting Only members of the committee may vote at its meetings.</p> <p>The Chair will have a casting vote.</p> <p>Frequency and Attendance Committees will meet as often as is necessary to fulfil its responsibilities and agreed aims.</p> <p>Any Trustee may attend meetings of any of the Committee meetings.</p> |
| Clerk | <p>The clerk of the committee will be specifically appointed to serve. In the absence of the clerk the committee will appoint a replacement clerk for the meeting. The clerk will circulate an agenda and papers for each meeting at least 1 week before the committee meeting where necessary.</p> <p>The clerk will record attendance at meetings. Issues discussed and recommendations for decisions will be recorded. This is to meet the statutory requirement to seek ratification of decisions and recommendations where appropriate.</p> |
| Responsibilities | <p>The remit for each subcommittee and panel is outlined in the relevant policy including, but not limited to:</p> <ul style="list-style-type: none"> - Disciplinary Policy and Procedure - Grievance Resolution Policy - Complaints Policy and Procedure - Capability of Staff Policy - Appraisal Policy - Pay Policy <p>Where defined responsibilities are not identified, each subcommittee will prepare, and have ratified by the Board, Terms of Reference which include a description of how it will manage the scope, functions and delegated authorities.</p> |
| Review | <p>The terms of reference shall be reviewed at least annually and otherwise as determined by the Trustees.</p> |