



# COMMITTEE TERMS OF REFERENCE

**Blessed Edward Bamber Catholic Multi Academy Trust**

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### Previous versions

Version	Author	Date	Changes
4.1	CEO	October 24	<p>Terms of Reference separated from the Scheme of Delegation.</p> <p>Pg10: change meeting frequency of LG from 2 to 6 times per year.</p> <p>Pg13: Resignation and Removal of members of the Local governing body, point 3, amended to identify 'staff' governors.</p>

This is a Trust-Wide Policy which applies to all academies within the Trust

*1 Peter 4:10:*

*“As each has received a gift, use it to serve one another, as good stewards of God’s varied grace”*

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## **COMMITTEE TERMS OF REFERENCE: FINANCE, STAFFING & PREMISES AND AUDIT & RISK**

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The Trust Board has the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Directors, enabling a quorate decision to be made.

Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Scheme of Delegation.

Where relevant the following functions may be delegated to any committee or committees dealing with matters of finance, audit and risk.

### **Finance, Staffing & Premises**

1. To ensure that the Trust Board is kept informed of all major financial issues concerning the Trust and its Academies, the overall Trust budget and those of the individual Academies, the management of funds against the budget, the benchmarking of financial performance and the heads of expenditure, the way funds are utilised (including value for money) and the way monies are secured.
2. To recommend the annual budget for the Trust and the Academies to the Trust Board for approval, having consulted Headteachers and (if appropriate) Local governing bodies.
3. To receive reports from the Headteachers regarding the Trust's/Academies' finances. This will include reports on the monitoring of income against expenditure and proposals to revise forecasts for the year. The committee will work with the Trust and the Headteachers to make any recommendations to the Trust Board.
4. To monitor the production, timeliness and accuracy of key financial statements in response to both statutory and local requirements.
5. To support (recommending and advising) the Trust Board in developing and then implementing a reserves policy and to consider the impact of strain in individual Academy budgets.
6. To support (recommending and advising) the Trust Board in developing and then implementing the Financial Regulations Manual and associated procurement policy.
7. To review tenders for major contracts as specified in the Financial Regulations Manual. To approve or reject tender proposals or, where required, make recommendations to the Trust Board.
8. To recommend any changes in the Financial Regulations Manual, where significant, to the Trust Board. To review the operations of the Trust and the Academies in relation to the procedures shown in the Financial Regulations Manual. To work with the Headteachers to resolve breaches and to improve procedures as appropriate.
9. To monitor key financial and accounting systems and review any audits of these or the general finances of the Trust and make recommendations to the Trust Board and/or the Local governing bodies as appropriate.

## Audit & Risk

1. Advise and report to the Directors in relation any organisational risks which might impede the development and implementation of a long term strategy for the success of the Trust. The Trust Board shall consider any such advice given by the Audit and Risk Committee.
2. Support the Trust Board in developing an organisational structure which reflects the Trust's values and enables the management systems, structures and processes to work effectively in line with legal requirements and to ensure sound financial management.
3. Support the Trust Board in the formulation of financial and risk management policies for the Trust and the Academies for achieving the aims and objectives set out in the Trust's Development Plan or long term strategic vision.
4. Advise the Trust Board on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes and securing economy, efficiency and effectiveness (value for money).
5. Regularly review the statement on internal control and make appropriate recommendations to the Trust Board and when appropriate communicate messages and advice to the Local governing body, liaising as necessary with any responsible officer appointed by the Local governing body to be responsible for financial oversight and risk management of the Academy's activities.
6. Support (and challenge when necessary) the Trust Board and in particular the Chief Executive Officer (being the Trust's "accounting officer") to ensure he or she satisfies his or her duty as accounting officer to:
  - a. Ensuring value for money;
  - b. Ensuring regularity and propriety;
  - c. Ensuring prudent and economical administration;
  - d. Avoiding waste and extravagance;
  - e. Ensuring the efficient and effective use of resources;
  - f. Keeping proper accounts.
7. Establish and implement a system of financial and risk reporting by the Academies to the Trust Board and to oversee that reporting to ensure that such a system complies with the Trust's legal obligations.
8. Review any financial and risk report submitted by the Academies and advise the Trust Board on any issues arising from it as well as making recommendations for future reports to sustain the integrity of the financial and risk management systems.
9. Advise on the formulation and implementation of a policy for the approval and signing of contracts, ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy to undue risk.
10. Advise the Trust Board on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit).
11. Monitor the effectiveness of auditors, including the use of auditor performance indicators.

12. Ensure effective coordination between auditors ensuring that a consistent method of audit is adopted across all Academies.
13. Ensure that additional services undertaken by auditors are compatible with the audit independence and objectivity.
14. Agree the work programme of internal audit including the checking of financial controls, systems, transactions and risks.
15. Consider the reports of the auditors and, when appropriate, advise the Trust Board and the Academies of material control issues.
16. Monitor the implementation of agreed audit recommendations.
17. Advise on policies for the securing of the funds and assets of the Trust including by the prevention of loss through fraud and irregularity.
18. Ensure that all allegations of fraud and irregularity are appropriately investigated and control weaknesses addressed, working with the Trust Board and the Headteachers of the Academies, as appropriate.
19. Recommend the annual financial statements to the Trust Board for approval.

## **COMMITTEE TERMS OF REFERENCE: Full Board in consideration OF PAY COMMITTEE**

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The Directors have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Directors, enabling a quorate decision to be made.

Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Scheme of Delegation.

The following functions may be delegated to any committee dealing with matters related to remuneration.

The committee is responsible for the annual review of employees' salaries/pay and the setting, monitoring and review of the Chief Executive Officer's appraisal process. The Committee will report back to the Trust's Board on its key work and determinations.

The terms of reference will be reviewed and agreed at the first full Board meeting of the academic year.

Membership - at least three Directors will serve on the committee. The quorum will be two directors.

### **Pay Committee**

1. To ensure that the Pay Policy is fully implemented with respect to reviewing pay for individual staff.
2. To set, monitor and review the Chief Executive Officer's appraisal objectives.
3. To review matters relating to individual staff's terms and conditions of employment.

## **COMMITTEE TERMS OF REFERENCE: Full Board in consideration of QUALITY OF EDUCATION**

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The Directors have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Directors, enabling a quorate decision to be made.

Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Scheme of Delegation.

The following functions may be delegated to any committee dealing with standards (including governance), school improvement and intervention.

It is anticipated that these tasks will be carried out in conjunction with the Trust's Leadership Group where a separate Standards Committee is appointed. If there is no separate Standards Committee, these tasks will be undertaken by the Leadership Group under the guidance of the Chief Executive Officer and with the support of the Trust's Executive Team.

### **Standards**

1. To consider any appropriate curriculum priorities to be implemented across the Trust.
2. To ensure that any statutory and Diocesan requirements relating to key policies on academy aims, special needs, sex education, charging in relation to the curriculum, religious education, collective worship, attendance and behaviour are implemented.
3. To assist the Chief Executive Officer and the Headteachers of the Academies, as appropriate, in the formulation of statutory policies. Any statutory policies must be ratified by the Trust Board.
4. To review the performance of the Academies against agreed Key Performance Indicators.
5. To support the Trust Board with the development of a strategic plan for any Supported Academy which identifies agreed priorities and targets for improvement, focusing specifically on both standards and resource planning.
6. To work with the Chief Executive Officer and the Headteachers in developing the awareness of the Local governing body of the Academy's curriculum priorities.
7. Assess the performance of the Academies as a group, developing a benchmarking tool which can be used to drive further improvements, advising the Trust Board on the effectiveness of this and liaising with the Diocesan Education Service to implement any Diocesan guidance or advice.
8. Seek to identify areas where greater collaboration between the Academies can improve standards and outcomes.
9. With the assistance of the Chief Executive Officer and the Diocesan Education Service, carry out periodic reviews of the standards of teaching and learning in each of the Academies.
10. To review and recommend to the Trust Board policy documents and statements personnel such as statements for Curriculum, Collective Worship, Behaviour Principles, RSHE statement, having



regard at all times to any guidance issued by the Catholic Education Service.

11. To support the Central Leadership Team in reviewing the staffing structure of the Academies from time to time, working with the Chief Executive Officer and the Headteachers and the appropriate management teams, ensuring that the Trust structure maintains high performing academies.

### **Governance**

1. To support the Chairs of the Local Governing Bodies to ensure they are working effectively with regard to improving the quality of education at each academy.

## COMMITTEE TERMS OF REFERENCE: LEADERSHIP GROUP

The Directors have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Directors, enabling a quorate decision to be made.

Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Scheme of Delegation.

The purpose of the Leadership Group is to provide a focus for the setting of policy and to develop the strategic vision of the Trust. The Leadership Group will both support and advise the Trust Board and will facilitate communication between the Trust Board and the Local governing bodies as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working.

The Trust Board will consult the Leadership Group regularly and specifically on the matters noted in the Trust's Leadership and Governance Decision Planner as being the responsibility of the Directors and the Chief Executive Officer.

All Headteachers will be invited to participate in the Leadership Group. The Chief Executive Officer will chair meetings of the Leadership Group and will report to the Trust Board on matters discussed and agreed within the Leadership Group.

In the event the Leadership Group becomes unworkable due to size or the location of the schools, the Trust Board may establish sub groups based on phase or location.

The Leadership Group will also act as a strategic advisor on educational matters to ensure the long-term success of the Academies and that continuous improvement is made within all Academies. The Leadership Group will assist with succession planning and the building of leadership capacity. Meet regularly as required by the CEO.

The full Leadership Group will meet six times a year. The agenda for the Headteacher meetings will be flexible and adapted to need. It is expected that the focus for the full Leadership Group meetings will be as follows:

Focus for first meeting	Focus for second meeting
<p>Collaboration</p> <p>Governor Skills Training and Development Cross MAT Governance Support Admissions/Need Curriculum Priorities/Work Planning</p>	<p>Strategy/Vision</p> <p>Review of Year/ Planning Forward</p>

1. A representative of the Trust Board may be asked to attend at the invitation of the Chair of the Leadership Group. The Members will be informed of the dates for the meetings of the full Leadership Group on the expectation that periodically a representative of the Members may attend.
2. The Trust Board recognises the important role played by the Leadership Group and commits to keeping the Leadership Group informed and to have regard to any advice or guidance provided by the Leadership Group on any matter affecting the Trust or the Academies, including threats and opportunities facing the Academies and the Trust more widely.
3. The Leadership Group will work closely with any Standards Committee, supporting the functions to be carried out by the Standards Committee. If there is no separate Standards Committee, these tasks will be undertaken by the Leadership Group under the guidance of the Chief Executive Officer and with the support of the Trust's Executive Team.

## **COMMITTEE TERMS OF REFERENCE: LOCAL GOVERNING BODY**

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### **Purpose**

1. A Local governing body (LGC) shall be established for each of the Academies, except where the Trust Board determines in a particular case that more than one Academy should be governed by the same LGC.
2. The purpose of the Local governing body is to provide local accountability and day to day support and oversight of the Academy's leadership team.
3. The roles and responsibilities of the Local governing body are set out in the Table of Key Delegated Responsibilities.

### **Constitution**

1. Governors appointed to a Local governing body shall be appointed as follows:
  - a. Such number of Foundation Governors appointed by the Diocesan Bishop to ensure that the Foundation Governors outnumber all other Governors by at least 2;
  - b. The Headteacher of the Academy (or Headteachers where the Academies are federated and there is no Executive Headteacher);
  - c. Up to 1 Staff Governor, elected or appointed through such process as the Local governing body may determine;
  - d. 2 Parent Governors, elected by parents or carers of registered pupils at the Academy and being a parent or carer of a pupil at the Academy at the time when elected;
  - e. Up to 1 Additional (or Non-Foundation) Governor appointed by the Local governing body with the approval of the Trust Board.
  - f. There is no power to co-opt Governors to the Local governing body but advisers (including other members of staff in the Academy) may attend meetings provided they do not take part in any decision making.
  - g. All Governors must undertake to uphold the object and mission of the Trust and must comply with the Governor Code of Conduct appended to the Scheme of Delegation.

### **Term of Office**

1. The term of office for any Governor shall be 4 years (save that this time limit shall not apply to the Headteacher or any post which is held ex officio, who will serve for as long as they remain in office). Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local governing body.
2. A Governor shall serve for no more than 6 terms of office. (For governors transitioning to roles on the LGB, this is negotiable with the Trust Board/CEO for continuity reasons).

### **Resignation and Removal of members of the Local governing body**

1. A Governor shall cease to hold office if they resign their office or is removed by the Bishop or in the case of any Governor who is not a Foundation Governor by the Trust Board (which the Directors reserve the power to do without the need to provide any reasons for removal). Any vacancy on a Local governing body will trigger an appropriate appointment or election and must be notified to the Trust Board and the Diocesan Education Service.
2. Any person who would not be eligible to be a Director in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Local governing body and

must resign from the Local governing body if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct.

3. If any Staff Governor is also an employee of the Trust and ceases to be employed to work at the Academy or within the Trust, then they shall be deemed to have resigned as a Staff Governor from the Local governing body and shall cease to serve on the Local governing body automatically on termination of their employment.
4. Where a person who serves on the Local governing body resigns their office or is removed from office, that person or, where they are removed from office, those removing them, shall give written notice thereof to the Chair of the Local governing body, copied to the Clerk to the Local governing body.

### **Appointment of the Chair and Vice-Chair**

1. Subject to any direction by the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from amongst the Foundation Governors.
2. The Chair and Vice Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one office.
3. The Clerk to the Local governing body shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.
4. Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.
5. More details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

### **Meetings**

1. The minutes of the proceedings of a meeting of the Local governing body shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local governing body and shall be signed (subject to the approval of the members of the Local governing body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
  - a. All appointments of officers made by the Local governing body; and
  - b. All proceedings at meetings of the Local governing body and of committees of the Local governing body including the names of all persons present at each such meeting.
2. The Chair shall ensure that copies of minutes of all meeting of the Local governing body (and such of the subcommittees as the Local governing body shall from time to time notify) shall be provided to the Chief Executive Officer and (if requested) the Diocesan Education Service as soon as reasonably practicable after those minutes are approved.
3. Subject to this Scheme of Delegation, the Local governing body may regulate its proceedings as Governors think fit, provided at all times that there is openness and transparency in matters relating to the Local governing body. The Local governing body is expected to meet at least once a term but may meet more often if felt appropriate or if requested to meet by the Trust Board.

4. The Trust Board may direct the Local governing body to allow either Directors, any member of the Trust's Executive Team or a Governor from another Local governing body in the Trust to attend meetings of the Local governing body. Such persons may engage in discussion but will not be permitted to vote on any resolution of the Local governing body.
5. Meetings of the Local governing body shall be convened by the clerk to the Local governing body. In exercising their functions under this Scheme of Delegation the clerk shall comply with any direction:
  - a. Given by the Local governing body; or
  - b. Given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.
6. Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local governing body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
7. Each Governor shall be given at least seven clear days before the date of a meeting:
  - a. Notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and
  - b. A copy of the agenda for the meeting.
8. provided that where the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.
9. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
10. A resolution to rescind or vary a resolution carried at a previous meeting of the Local governing body shall not be proposed at a meeting of the Local governing body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
11. A meeting of the Local governing body shall be terminated forthwith if:
  - a. The Governors so resolve; or
  - b. The number of Governors present ceases to constitute a quorum for a meeting of the Local governing body in accordance with paragraph 6.10, subject to paragraph 6.12.
12. Where in accordance with paragraph 6.10.2 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
13. Where the Local governing body resolves in accordance with paragraph 6.10.1 to adjourn a

meeting before all the items of business on the agenda have been disposed of, the Local governing body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

### **Quorum**

1. The quorum for a meeting of the Local governing body, and any vote on any matter thereat, shall be three. The proceedings of the Local governing body shall not be invalidated by any vacancy on the board or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.
2. The Local governing body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
3. Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local governing body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.
4. Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote they may have.
5. A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local governing body, shall be valid and effective as if it had been passed at a meeting of the Local governing body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local governing body and may include an electronic communication by or on behalf of the member indicating their agreement to the form of resolution providing that the member has previously notified the Local governing body in writing of the email address or addresses which the Governor will use.
6. Minutes of meetings of the Local governing body shall be published redacting any aspect which is confidential, or it would not be appropriate to disclose in light of the Data Protection Act 2018.
7. Any Governor shall be able to participate in meetings of the Local governing body by telephone or video conference provided that the Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

### **Notices**

1. Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Local governing body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
2. A notice may be given by the Local governing body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local governing body by the Governor. A member whose registered address is not

within the United Kingdom and who gives to the Local governing body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local governing body.

3. A Governor present, either in person or by proxy, at any meeting of the Local governing body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.