



omega
MULTI-ACADEMY TRUST

Terms of Reference

Capital Projects Committee 2023/2024

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Signed by:

Chair of Trustees

Date: 10th October 2023

Chair of the Capital
Projects Committee

Date: 10th October 2023

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Capital Projects Committee Terms of Reference 2023-2024

1. Introduction & Purpose

Omega MAT Financial Regulations and procedures:

9.13. *All Capital plans will be approved by the FAR Committee. For larger scale Capital projects over £250,000 which require the appointment of a specialist building or other specialist contractor (s) the board will appoint a Capital Projects subcommittee of Trustees to oversee the project. These projects will follow the procurement procedures and thresholds outlined in the scheme of financial delegation, the Trust's procedures outlined in sections 6 and 10 of the Financial Regulations and Procedures, and also the processes outlined in the Trust's Competitive Tendering Policy.*

The Capital Projects Subcommittee shall be responsible for providing independent assurance to the Trust Board regarding the processes, procedures and management of the specified project to support the successful delivery in accordance with the scope of work and within budget and provide independent assurance that the project is being effectively managed and controlled.

The Committee shall be responsible for providing assurance to the Trust Board at all key milestones as defined within the scope of work.

These terms of reference are in place to enable the Trust Board to deliver its responsibility and accountabilities highlighted within the Articles of Association, Academy Trust Handbook and the Trust Scheme of Delegation, Financial Regulations and Procedures and Financial Scheme of Delegation. In the event of uncertainty regarding these terms of reference, the Scheme of Delegation shall take priority. In the event of further uncertainty, the Articles shall take priority.

2. Scope of the Committee's duties and responsibilities.

2.1 The Committee is authorised by the Trust Board to:

- a. Establish robust and effective governance arrangements to oversee the delivery of the project.
- b. Establish a programme of independent assurance, in conjunction with the approved principal contractor, to ensure that the project is managed and delivered in a controlled way.
- c. Establish a procedure with the principal contractor for the escalation of concerns and required improvements.
- d. Invite any persons to attend any meeting of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its duties and responsibilities.
- e. Request any appropriate information that it requires from the principal contractor/project manager.
- f. Request any appropriate information that it requires from any officer of the Trust in sufficient detail to enable it to undertake its strategic responsibilities to advise, monitor, evaluate and report, and all officers shall be directed to co-operate with any request made.
- g. Appoint, employ or retain such professional or legal advisor the Committee consider appropriate. Any such appointment shall be made through the Trust Board.
- h. Request and undertake site visits to view progress of the project as the Committee deems appropriate.

2.2 The Committee is required by the Trust Board to:

- a. Report to each meeting of the Trust Board on the delivery of the specified project. Reports will specifically comment on assurance of delivery against key timelines set out in the overall project plan, risks, mitigations and deviation from plans and budget.
- b. Escalate matters to the Trust Board as deemed appropriate and, if necessary, to the Trust Board Chair prior to a Board meeting.
- c. Make recommendations to the Trust Board on actions needed to address issues or to make improvements where the Committee's monitoring and review activities reveal cause for concern or scope for improvement.

3. Constitution and Membership

- a. **Membership:** Trustees: Andy Bent, Naheem Shafiq, Gavin Brown. Chair of LGB as appropriate.
- b. **Quorum:** At least three committee members, including the Chair of the Committee.
- c. **In attendance:** (agreed in advance by the Chair): CEO, CFOO, Principal Contractor/Project Manager, Governance Professional
- d. **Election of Chair:** The Committee shall at its first meeting of each academic year elect a member to act as Chair, unless elected at the first meeting of the Trust Board.

4. Frequency of Meetings and Administration

- a. The Committee will meet termly and as required during the period of a project.
- b. Proceedings of Committee Meetings:
 - Every matter to be decided at a meeting of the Committee must be determined by a majority vote of the members present and voting on the matter.
 - Where there is an equal division of votes the Chair shall have a casting vote.
 - A register of attendance shall be kept for each committee meeting and published annually on the Trust's website in accordance with the Academy Trust Handbook.
 - Detailed minutes of the meeting will be taken by the Governance Professional and provided to the next meeting of the Trust Board.
 - The Committee shall review annually the Committee's terms of reference and its own effectiveness and recommend to the Trust Board any necessary changes.