

## LEADERSHIP & GOVERNANCE: ROLES AND RESPONSIBILITIES

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### 1 THE ROLE OF THE LOCAL GOVERNING BODY

1.1 The Local Governing Body (“LGB”) is a committee of the main board of the Trust. Each Academy has its own LGB. Each LGB is established by the Board in accordance with the Articles of Association of the Trust and will be subject to Terms of Reference set out below, which will detail the responsibilities of the LGB and its relationship with the main Trust Board.

### 2 THE TRUST AND LOCAL GOVERNING BODY

2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the Academy (together the “Funding Agreements”) and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.

2.2 The Directors are the charity trustees (within the terms of section 177 of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.

- 2.3 The LGB is a committee of the Directors established pursuant to article 100 of the Articles of Association of the Trust. It is expected that the LGB will act in accordance with these terms of reference unless otherwise directed by the Directors. It will be accountable to the Directors for its decisions.
- 2.4 The Chair of the LGB will be eligible to sit on the Chairs' Group being a group made up of the chairperson from each of the LGBs and one or more Directors.

### **3 LOCAL GOVERNING BODY - GOVERNORS**

- 3.1 Membership of the Local Governing Body shall comprise not less than 7 and not more than 12 as follows:
- (a) the Headteacher/head of school (*ex-officio*);
  - (b) up to 2 parent Governors;
  - (c) up to 1 staff Governor;
  - (d) up to 4 Director appointed Governors;
  - (e) (i) for our CofE former VC schools up to [2] Foundation Governors appointed by the Diocese;
  - (ii) for our CofE former VA schools no less than 50% of the total number of the committee will be Foundation Governors appointed by the Diocese. Where a former VA school forms a governing body with another school, the trust will agree with the Diocese an appropriate foundation percentage based on the circumstances at the time; and
  - (f) up to [2] [4] (where no appointments under (e) above) other/community governors.
- 3.1.1 *Where one local governing body is appointed for two schools it is expected that additional membership will be permitted up to a maximum of double the above criteria. The recommended composition would be no greater than 18.*
- 3.1.2 *Previous employees of the Trust will not be able to serve as a governor for a period of 2 years after their date of leaving except in exceptional circumstances e.g. inability to recruit adequate number of governors. Appointments of this type will be at the discretion of the Chair of LGB and the Trust Board.*

- 3.2 The length of a Governor's term of office shall be up to four years (with the intention that terms of office will be staggered). A Governor may be re-appointed for consecutive periods not exceeding 12 years in total but thereafter a Governor shall not be eligible for re-appointment until one year after their retirement, unless agreed exceptionally by resolution of the Directors that they shall be eligible to serve for a further consecutive term.
- 3.3 A Parent Governor must be a parent of a registered pupil at the Academy at the time when they are appointed.
- 3.4 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Governor, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of the Parent Governors which is contested shall be held by secret ballot.
- 3.5 Where the number of parents standing for the position of a Parent Governor vacancy is less than the number of vacancies, the number of Parent Governors required shall be made up by Parent Governors appointed by the Directors.
- 3.6 In appointing a Parent Governor, the Directors shall appoint a person who is the parent of a registered pupil at the Academy or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 3.7 Governors must be aged 18 or over and must not be a current pupil of the Academy.
- 3.8 A Governor's term of office shall be terminated if:
- (a) they resign by serving written notice to the Clerk;
  - (b) the Directors terminate the appointment where the Directors reasonably determine that a person is not suitable to continue (although this does not apply to elected staff or Parent Governors);
  - (c) they are removed by the persons appointing them (although this does not apply to elected staff or Parent Governors);
  - (d) in the case of a Staff Governor, their employment is terminated;
  - (e) they become incapable by reason of mental disorder, illness or injury of managing or administering their own affairs;
  - (f) they are absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that this office be vacated;
  - (g) they would be disqualified from acting as a Charity Director by virtue of section 178 of the Charities Act 2011;
  - (h) their estate has been sequestered and the sequestration has not been discharged, annulled or reduced or if they are the subject of a bankruptcy restrictions order or an interim order.
  - (i) they are:-
    - (i) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
    - (ii) disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
  - (j) they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
  - (k) They have not complied with the Trust's child protection policies or any other policy of the Trust.
- 3.9 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and they are, or is proposed, to become such a Governor, they shall upon becoming so be disqualified give written notice of that fact to the Clerk.

3.10 The LGB may continue to act notwithstanding a temporary vacancy in its composition.

#### **4 APPOINTMENT OF CHAIR AND VICE-CHAIR OF LGB**

4.1 The Chair of the LGB shall be appointed by the Board of Directors.

4.2 The term of office of the Chair of the LGB shall be 2 years. Subject to remaining eligible to be a Chair, any Governor may be re-appointed as Chair for consecutive periods not exceeding 12 years in total.

Thereafter, a Governor shall not usually be eligible for re-appointment as Chair until one year after their retirement, unless otherwise agreed by the Directors.

4.3 The Vice-Chair of the LGB shall be appointed by the Governors from amongst all of the Governors for a term of 2 years. Subject to remaining eligible to be a Vice Chair, a Governor may be re-appointed for further terms of office as Vice-Chair by the Governors

4.4 If both the Chair and the Vice-Chair are absent from any meeting of the LGB, those Governors present shall appoint one of their number to chair the meeting.

## **5 RESPONSIBILITIES OF DIRECTORS AND GOVERNORS**

### **5.1 Compliance and Governance**

5.1.1 The Directors are required to:

- (a) ensure compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy, including health and safety;
- (b) comply with the provisions of the Funding Agreements;
- (c) determine the corporate planning and strategy for the Academy and the Trust in consultation with the LGB.

5.1.2 The Governors shall:

- (a) take a strategic role in the governance of the Academy;
- (b) act as a critical friend to the leadership and management of the Academy and provide support to the Headteacher and the staff;
- (c) monitor and evaluate the work of the Academy systematically and regularly in relation to:
  - (i) the quality of leadership and management at all levels, but specifically middle and senior leadership
  - (ii) self-evaluation and improvement planning at all levels in the organisation;
- (d) strive for community cohesion and engagement
- (e) carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of the Academy;
- (f) implement actions required to comply with statutory regulations and the Funding Agreements;
- (g) implement the policies agreed by the Directors.

### **5.2 Appointments and Training**

5.2.1 The Directors shall:

- (a) appoint the Headteacher and Deputy Headteacher in consultation with the LGB and with the Diocese (in the case of a Cof E Academy);
- (b) determine salary increases and performance management for the Chief Executive, Trust Senior Leaders and Headteachers in conjunction with the LGB (in the case of the Headteacher);
- (c) determine salary increases for members of staff at the Academy, in consultation with the LGB;
- (d) determine any restructuring of staff at the Academy in consultation with the LGB;
- (e) determine terms and conditions of service for staff (the Trust is the employer of all staff and is responsible for procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff, in each case as developed with each Academy. Changes to HR policies and procedures will be effected only after consultation with the LGB, Headteacher and staff groups, where appropriate)
- (f) appoint the Chair and the Clerk;
- (g) appoint the Responsible Officer for the Academy;
- (h) provide Director and Governor training and evaluation.

5.2.2 The Governors shall:

- (a) comply with the Trust's HR policies, including the process for local performance reviews for members of staff;
- (b) advise the Chief Executive in the event that they consider that changes are required to staff terms and conditions (to be clear, Governors may not make any amendments to terms and conditions without the Directors' consent).

### 5.3 **Finances and Audit**

#### 5.3.2 The Directors shall:

- (a) have oversight with regard to the finances of the Trust and the Academy, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement and shall ensure the statement of accounts shall give a true and fair view of the state of the Academy's affairs at the end of the financial year;
- (b) determine the Academy's annual budget in consultation with the LGB;
- (c) determine, after consultation with the LGB, the extent of the services provided to the Academy by the Trust and how the costs for such services should be allocated, apportioned or retained;
- (d) comply with the Academies Financial Handbook including, but without limitation, determination of procurement policies for the Trust;
- (e) ensure proper and adequate procedures are in place for the maintenance and recording of assets.

#### 5.3.3 The Governors shall:

- (a) support where necessary in the setting of school budgets with the Headteacher, CEO and COO ;
- (b) comply with the final budget as notified by the Trust, including monitoring and reviewing expenditure periodically (three times a year);
- (c) not under any circumstances borrow money;
- (d) assist the Directors in complying with the provisions of the Funding Agreements where requested from time to time;
- (e) support the Headteacher, CEO and COO to maintain or put in place appropriate arrangements for the maintenance of the Academy estate in accordance with the guidelines established by the Trust;
- (f) seek approval from the Trust for any changes to fixed assets of the Academy;
- (g) observe proper levels of delegation and protocols, in conjunction with the Responsible Officer (whether this is an individual person or an outsourced function);
- (h) observe financial authorisation levels and purchasing policy as determined by the Trust;
- (i) enable the accounts to be audited by persons appointed in respect of each financial year by the Trust.

### 5.4 **Policies and Targets**

#### 5.4.2 The Directors shall:

- (a) determine the policies for use by the Academy;
- (b) determine the admissions policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice (which is communicated to the Governors and implemented locally);
- (c) consider and evaluate performance against KPIs set by the Trust in relation to academic achievement, finances and other matters;
- (d) determine the Academy's development plan;
- (e) determine any additional financial and reporting targets for the Academy.

## 5.5 **Education and Curriculum**

- 5.5.2 The Directors shall ensure the strategic development and evaluation of pupil achievement, quality of teaching, behaviour and safety and leadership at the Academy.
- 5.5.3 The Governors shall:
- (a) ensure that standards of attainment and achievement by the pupils of the Academy are high and are then maintained at the highest possible level;
  - (b) monitor and evaluate the work of the Academy systematically and regularly in relation to: (b1) behaviour and safety of pupils to include behaviour data summaries, child protection data and other pastoral issues;
  - (b2) pupil achievement, to include all year groups and sub-cohorts;
  - (b3) the quality of teaching, learning and progress made by pupils at individual, department and whole-school levels.

## 5.6 **Premises and Facilities**

- 5.6.2 Working with the CEO and COO the Directors shall:
- (a) be responsible for the preparation of the development plan for the Academy; and
  - (b) have the exclusive right (subject to appropriate approvals from the Secretary of State) to make decisions with regard to the acquisition and disposal of land.
- 5.6.3 Working with the CEO and COO the Governors shall:
- (a) undertake annual inspections of the Academy's property and shall inform the Directors of any significant works which cannot ordinarily be funded out of the Academy's budget;
  - (b) assist the Directors with the preparation of the development plan;
  - (c) provide assistance on general property management issues, including, but without limitation, with regard to possible acquisitions and disposals of land;
  - (d) monitor the condition of the buildings and undertake such works as may be required on a day to day basis to ensure that the buildings of the Academy are compliant with relevant health and safety legislation and undertake such other minor repairs as can be funded by the Academy from its budget.

## 5.7 **ICT**

- 5.7.2 The Directors shall:
- (a) be responsible for setting the ICT strategy for the Trust as a whole and shall determine the infrastructure required to deliver the Trust's ICT requirements;
  - (b) determine the ICT safety policies for adoption by the Academy (in consultation with the LGB).
- 5.7.3 The Governors shall:
- (a) monitor and evaluate the effectiveness of the ICT solution and shall report to Directors with regard to any issues identified;
  - (b) implement the Trust's ICT safety policies;
  - (c) provide advice to the Directors when requested with regard to ICT strategy and infrastructure requirements.

## 5.8 **Generally**

- 5.8.1 Each Governor shall act in the best interests of the Academy at all times.
- 5.8.2 The Chair of the LGB shall have particular regard to the potential for conflicts of interest where a governor is related to a member of staff at the Academy. The Chair should inform the Trust where such connected relationships exist at the beginning of each academic year and shall inform the Trust immediately where any conflict of interest arises.
- 5.8.3 No Governor shall act or omit to act in a way which would be prejudicial to the interests of the Academy or the Trust at any time, including any actions or

omissions which might create bad publicity for the Academy or the Trust.

- 5.8.4 The Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.
- 5.8.5 When a Governor becomes a Governor of an Academy within the Trust (following their appointment or transfer from a maintained school), they will be required to complete and sign a registration form (with details required for the Trust) in which the Governor agrees to comply with:
- the Trust's Articles of Association;
  - the Funding Agreements;
  - these Terms of Reference;

- the Governors' Handbook, Trust Procedures; and
- any terms of reference of any Special Committees which may apply to that Governor.

5.8.6 Each Governor shall be required to carry out such training as may be reasonably required by the Directors.

5.8.7 Each Governor shall also be required to take part in regular self-reviews and is accountable for meeting their own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

## **6 CHIEF EXECUTIVE**

6.1 The Chief Executive has been appointed by the Directors to oversee and coordinate the activities of the Trust and Academies operated by it. Directors delegate to the Chief Executive such functions and powers as are required in relation to securing the effective internal organisation, management and control of the Trust and its Academies, including the implementation, management and monitoring of all policies approved by the Directors for the effective operation of the Academies.

6.2 The Chief Executive is the Accounting Officer for the Trust and is responsible for line management for the Headteacher (in liaison with the Chair of the Local Governing Body).

6.3 The Chief Executive will complete the formal appraisal of the Headteachers of the Academies and lead a panel which shall undertake their annual reviews, such panel to include the Chair of the LGB and where appropriate, an External Advisor.

6.4 The Chief Executive will be line managed by the Chair of the Trust.

## **7 RESPONSIBILITIES OF THE HEADTEACHER**

7.1 The Headteacher shall be responsible for the leadership and management of the Academy, including, in particular for:-

- implementing the agreed policies and procedures laid down by the Directors and the LGB;
- advising the LGB on strategic direction, forward planning and quality assurance;
- advising the LGB and/or the Admissions Committee on the admission of pupils;
- managing the delegated budget and resources agreed by the LGB;
- advising the LGB on the appointment of the teaching staff and such other senior posts as the LGB may determine;
- the appointment of all other staff and (except to the extent directed otherwise by the Directors and/or the LGB), the salary grading, allocation of duties, appraisal and discipline of all staff in accordance with the Trust's human resources policies and procedures and best practice for HR and recruitment;
- the maintenance of good order and discipline by the pupils including their fixed term exclusion and/or permanent exclusion within the framework laid down by the LGB; and
- all such additional functions as may be assigned under the job description or contract of employment.

7.2 The Headteacher will be line managed by the Chief Executive and Chair of the LGB in consultation with the Chair of the Trust and a panel shall undertake his annual review, such panel to include the Chief Executive, Chair of the LGB and an External Advisor.

## **8 ROLE OF THE CHAIR**

8.1 The Chair shall:

- Meet regularly with the Headteacher;
- Preside over efficient LGB meetings by establishing sound and effective working procedures.
- Be accountable to the Directors for the operation of the Academy and shall consult

with the Chief Executive and the Directors at such times as may be reasonably required.

- (d) Be a member of the Chairs' Group of the Trust.

## **9 CONFLICTS OF INTEREST**

- 9.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions and procedures which apply to the Directors in the Articles of Association with regard to having a Personal Financial Interest shall also apply to the Governors.
- 9.2 Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact

to the Governors as soon as they become aware of it. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

## **10 MEETINGS OF LOCAL GOVERNING BODY**

- 10.1 The LGB shall meet at least six times each year, and shall hold such other meetings as may be necessary. A quorum must be present, being three or one third of the Governors (if greater).
- 10.2 All meetings shall be convened by the Clerk, who shall send to the Governors, the Chief Executive and Directors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 10.3 A special meeting of the LGB shall be called by the Clerk whenever requested by the Chair or at the request in writing of any three Governors or of the Chief Executive. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 10.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
- 10.5 If the number of Governors assembled for a meeting of the LGB does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the LGB the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.6 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.
- 10.7 Every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 10.8 A Governor may not vote by proxy.
- 10.9 No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 10.10 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 10.11 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).
- 10.12 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.
- 10.13 Minutes must be prepared of all LGB meetings. Drafts of those minutes must be sent to all attendees, the Directors and to the Chief Executive no later than 7 days after the date of the meeting. Final minutes, as approved by the Governors, must be sent to the Directors and the Chief Executive within 7 days of approval.

## **11 DELEGATION OF FUNCTIONS AND COMMITTEES**

- 11.1 It is not expected that the LGB will require committees to be established to deal with ordinary business. However, the LGB may, with the consent of the Directors, establish such committees as may be required to deal with specific issues which may arise ("**Special Committees**").

- It is anticipated that the work of the LGB will be organised to include at least one full local governing body meeting per term (at least 6 per academic year).
- 11.2 Membership of any Special Committees shall include the Headteacher and the Chief Executive.
  - 11.3 The Committees may include members who are not Governors.
  - 11.4 Except where it is otherwise constrained within its terms of reference, a Special Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Special Committee to benefit its deliberations.
  - 11.5 Copies of the minutes of Special Committee meetings are to be circulated to all Governors, the Directors, the Chief Executive and those who are entitled to attend LGB meetings.

**12. APPOINTMENT OF MEMBERS**

- 12.1 Members are appointed for an indefinite term of office and so remain in post unless and until they resign or are removed by their appointing body under the terms of the Articles (12). Diocesan representation cannot exceed 50%

**13. AMENDMENT OF INSTRUMENT AND RULES OF GOVERNMENT**

- 13.1 These terms of reference are drafted and maintained by the Trust. The Directors may make amendments to these terms of reference from time to time. In the event that amendments are made, the Trust shall notify the Chair of each LGB, who shall be expected to make the other Governors aware of such changes.
- 13.2 This document shall be subject to review at least at the first meeting of the Directors after 31 August 2015 and at the first meeting of the Directors in each academic year thereafter.

**14. EFFECTIVE DATE**

- 14.1 This Instrument and Rules of Government shall come into effect, in relation to the LGB, on the earlier of the establishment of the LGB or the signature by the Chair on behalf of the LGB to agree to these Terms of Reference.

**15. INTERPRETATION**

- 15.1 In this document:-
- 15.2 Unless the context requires otherwise, a reference to:
- 15.2.1 a numbered paragraph is a reference to the paragraph so numbered in this document (or the sub-paragraph, as the case may be), and
- 15.2.2 words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.

## **16. TERMS OF REFERENCE FOR THE FINANCE, AUDIT & RISK COMMITTEE**

### **1 MEMBERSHIP**

1.1 The Committee shall:

- a. consist of at least three Trustees. In addition one external co-opted member may be appointed if deemed necessary by the Trust board.
- b. have an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have relevant experience in risk management, finance and audit and assurance.

1.2 Members of the Audit Committee shall be appointed by the Board of Trustees and membership reviewed annually.

1.3 The Chair of the Audit Committee shall be appointed/reappointed annually by the Board of Trustees. Any co-opted member is ineligible for appointment as Chair. The Chair should possess relevant financial experience with previous accountability for a budget similar to the budget of the MAT and academies within.

1.4 A co-opted external member may be appointed for a term agreed at the time of appointment.

1.5 The Company Secretary, the Chief Executive Officer/Accounting Officer and the COO are permitted to attend by invitation.

1.6 External and Internal auditors may also attend by invitation.

### **2 ACCOUNTABILITY AND PURPOSE**

2.1 The Audit Committee is responsible to the Board of Trustees and must not adopt an executive role. The main purpose of the Committee is to advise the Board of Trustees on the Trust's assurance framework and the provision of the opinion in the annual accounts.

2.2 The Committee will deal with such other financial or audit matters as may from time to time be referred to the Committee for consideration or approval.

2.3 The Audit Committee has the authority to investigate any activity within its terms of reference.

- 2.4 The Audit Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit and all officers of the Trust shall be directed to co-operate with any request made.
- 2.5 The Committee will also review its own effectiveness and these terms of reference on an annual basis and report the outcome and make recommendations to the Trust Board.

### **3. RESPONSIBILITIES:**

- 3.1 Ensure the COO monitors and reviews income and expenditure on a regular basis, and ensure compliance with the overall financial plan for the Trust, drawing any matters of concern to the attention of the Trust Board.
- 3.2 Oversee the Trust's risk register and, on the advice of the CEO and COO, conduct a regular review of risks, this to include Health and Safety.
- 3.3 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 Academies Financial Handbook.
- 3.4 Review the Trust's Financial Regulations and Scheme of Delegation annually or sooner if required due to structure changes in the Trust and constituent academies.
- 3.5 Approve and review the Trust's investment and reserves policies.
- 3.6 Oversee the Trust's policies on fraud, irregularity and whistleblowing and ensure proper, proportionate and independent investigations of all allegations and instances of fraud.
- 3.7 Agree an annual programme of internal scrutiny with the trust's internal auditors for checking financial systems, controls, transactions and risks.
- 3.8 Ensure that the programme of internal scrutiny delivers objective and independent assurance.
- 3.9 Provide assurance to the Trust Board that risks are being adequately identified and managed.
- 3.10 Advise the Trustees on the adequacy and effectiveness of the Trust's systems of internal control and governance processes, securing economy, efficiency and effectiveness (value for money).
- 3.11 Consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise senior management on any additional or alternative steps to be taken.
- 3.12 Advise the Trust Board on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit).
- 3.13 Monitor the effectiveness of auditors.
- 3.14 Review the findings of the external auditors and agree any action plan arising from it.
- 3.15 Ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant.

- 3.16 Ensure that additional services undertaken by the auditors is compatible with the audit independence and objectivity.
- 3.17 Consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- 3.18 Recommend the Trust's annual report and financial statements and external auditor's management letter to the Trust board for approval.
- 3.19 Encourage a culture within the trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees.
- 3.20 Provide minutes of all Audit Committee meetings for review at board meeting.

#### **4. MEETINGS AND QUORUM**

- 4.1 The Committee shall meet at least three times each year to consider matters arising from its terms of reference, or matters placed on the agenda at the request of the Board of Trustees or of the Chair or any member of the Committee.
- 4.2 In the absence of the Chair the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.
- 4.3 The CEO and COO shall attend by invitation.
- 4.4 The Committee may invite attendance at meetings from persons who are not Directors or 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.
- 4.5 The external and internal auditors (where appointed) shall be invited to attend meetings as appropriate and be given the opportunity to raise any issues they wish to discuss in the absence of Management. The Committee will have at least one annual meeting or part of one meeting, with each of the external auditors and the head of internal audit without the senior executives being present.
- 4.6 The external or internal auditors may request a meeting of the Committee, and meet with the Committee without management being present, if they consider necessary.
- 4.7 The quorum for meetings shall be 50% of members of the Committee.
- 4.8 A register of attendance shall be kept for each Committee meeting and published annually.
- 4.9 All meetings shall be conducted to an agenda approved by the Chair.
- 4.10 The agenda of each meeting shall be prepared by the Trust Clerk in consultation with the Chair of the Committee, and circulated together with all relevant agenda papers to all members of the Committee normally at least seven days before each meeting.

- 4.11 Trustees should ensure that any pecuniary or conflicts of interest are declared at each meeting by everyone present.
- 4.12 Where matters of a sensitive or confidential nature are to be discussed at a meeting the Trust Clerk, in consultation with the Chair, shall reserve these matters to a confidential agenda. Details and papers of such agenda shall not be circulated unless the circumstances which caused them to be considered sensitive or confidential no longer pertain.

## **5. REPORTING PROCEDURES**

- 5.1 The Trust Clerk shall act as clerk to the Committee. The Trust Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.2. The minutes of each meeting of the Audit Committee shall be presented to the next meeting of the Board of Trustees and circulated to Committee members within 14 days of the meeting

## TERMS OF REFERENCE FOR THE CHRISTIAN DISTINCTIVENESS COMMITTEE

DATED: September 2025

### **1 MEMBERSHIP**

1.1 The Committee shall consist of the following members:

- I. The Diocesan appointed Trustees of the Trust
- II. The Chief Executive Officer
- III. The MAT Christian Distinctiveness Lead
- IIII. Additional Trustees invited by the CD committee and approved by the Trust Board

1.2 The Chair of the Committee shall be appointed annually from one of the Diocesan Trustees by a simple majority of the members of the Committee.

### **2 ACCOUNTABILITY AND PURPOSE**

2.1 The Christian Distinctiveness Committee is responsible to the Board of Trustees and must not adopt an executive role. The main purpose of the Committee is to advise the Board of Trustees on the Trust's conformance to the Memorandum of Understanding with the Bath and Wells Diocesan Board of Education.

2.2 The Committee will deal with such other matters as may from time to time be referred to the Committee for consideration or approval.

2.3 The Committee will also review its own effectiveness on an annual basis and report the outcome and make recommendations to the Trust Board.

### **3 RESPONSIBILITIES OF THE COMMITTEE**

3.1 Advise the Trust Board on any changes required to Trust Policies arising from consideration of Christian Distinctiveness emerging from DfE or Diocesan sources.

3.2 To receive any pre SIAMS or actual SIAMS reports from around the Trust and to discuss any actions arising from the reports and make any recommendations to the Trust Board.

3.3 To review and make any recommendations to the Trust Board on correspondence or documentation arising from the Diocese.

3.4 To assist in the preparation and attend annual Trust/Diocese meeting following up with Trust Board on proposed actions.

3.5 To consider any Diocesan training and development for Trustees.

3.6 To hold meetings in Church Schools and visit the schools to understand how the Distinctive Christian Vision is being delivered.

3.7 Any other matter relating to the purpose of the Committee.

### **4. MEETINGS AND QUORUM**

4.1 The Committee shall meet at least twice each year to consider matters arising from its terms of reference, or matters placed on the agenda at the request of the Board of Trustees, or of the Chair, or any member of the Committee.

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

4.3 The Committee may invite attendance at meetings from persons who are not Directors or

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.

- 4.4 The quorum for meetings shall be 50% of members of the Committee provided that at least two attending are Trustees.
- 4.5 All meetings shall be conducted to an agenda approved by the Chair.
- 4.6 The agenda of each meeting shall be prepared by the Trust Clerk in consultation with the Chair of the Committee, and circulated together with all relevant agenda papers to all members of the Committee normally at least seven days before each meeting.
- 4.7 Trustees should ensure that any pecuniary or conflicts of interest are declared at each meeting by everyone present.
- 4.8 Where matters of a sensitive or confidential nature are to be discussed at a meeting the Trust Clerk, in consultation with the Chair, shall reserve these matters to a confidential agenda. Details and papers of such agenda shall not be circulated unless the circumstances which caused them to be considered sensitive or confidential no longer pertain.

## **5. REPORTING PROCEDURES**

- 5.1 The Trust Clerk shall act as clerk to the Committee. The Trust Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
  - 5.2 The minutes of each meeting of the Christian Distinctiveness Committee shall be presented to the next meeting of the Board of Trustees and circulated to Committee members within 14 days of the meeting.
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“Academy Trust Handbook”	means the Trust Academy Handbook as published by the Department for Education from time to time;
“Academy”	means the [school/provision];
“Articles”	means the Articles of Association of the Trust;
“Board”	means the board of directors of the Trust;
“Chair”	means the Chair of the Local Governing Body;
“Chairs’ Group”	means a group established by and as a committee of the Directors of the Trust comprising the Chairpersons from each of the LGBs of the Trust together with one or more Directors;
“Chief Executive”	means the person appointed by the Directors as an employee to oversee and co- ordinate all Trust activities;
“Chief Operating Officer”	means the person appointed by the Directors as an employee to oversee finances and services including IT, HR, Premises and Admin.
“Clerk”	means the person appointed to act as clerk to the Local Governing Body (see paragraph 5.1.2);
“Directors”	means those persons appointed as directors (under company law) and trustees of the Trust (under charity law);
“Diocese”	“Diocese” means the Church of England diocese in which the Academy is situated;
“Trust Finance Manager”	means the person appointed by the Directors as an employee, under the direction of the Chief Operating Officer, to oversee the financial aspects of the Trust;
“Funding Agreement”	has the meaning given to it in paragraph 2.1;
“Governor”	means a member of the Local Governing Body;
“Governors’ Handbook”	means the handbook, prepared by the Trust explaining the role of local governors, including (but without limitation), proformas for use for meetings and KPIs, as may be in force from time to time;
“KPIs”	means key performance indicators which shall be contained in the Governors’ Handbook;
“LA”	means the Council in which the Academy is situated;
“Local Governing Body”	means the local governing body for the Academy, being a committee of the main Trust Board, constituted as provided by paragraph 3 of this document;
“Member”	means a member of the Academy Trust, someone who as such is bound by the undertaking contained in Article 8 of the Articles and has the meaning given in section 112 of the Companies Act 2006;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Governor as further detailed within Article 6 of the Articles;

“Headteacher”

means the member of staff at the Academy who is appointed by the Trust (in accordance with the terms of this document and his or her contract of employment, as may be amended from time to time) to have overall day to day control of and responsibility of the Academy;

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“Responsible Officer”	means the person (if any) appointed to act as the responsible officer for the Trust pursuant to the terms of the Academies Financial Handbook;
“Secretary”	means the Secretary of the Trust or any other person appointed to perform the duties of Secretary to the Trust;
“Staff Member”	means a member elected to the Local Governing Body by members of staff of the Academy;
“this document”	means these Terms of Reference;
“the Trust”	means the Midsomer Norton Schools Partnership.