



## Terms of Reference

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DRAFT v0.1	March 23	GB/JH/DD	Reviewed and revised to reflect the planned structure of the integrated trust.
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V1	Sept 2023	DD/GB	Reformatted. Reviewed against the approved Articles of Association for ONE Academy Trust. Paras 11.4 and 11.5 amended to reflect the wording of the Articles of Association. No change to practice.

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### Associated Documents

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Articles of Association

Scheme of Delegation

Scheme of Financial Delegation (Financial Management Policy)

Pecuniary Interests Policy & Register of Business Interests

Code of Conduct

Model Agendas for the Board of Trustees (live document)

Model Agendas for the Local Governing Bodies (live document)

Annual Schedule of Business for the Board of Trustees and Local Governing Bodies (live document)

# Section 1

## 1. Introduction

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- 1.1 ONE Academy Trust is a multi-academy Trust (MAT) based in the East Midlands.
- 1.2 The following schools (academies) are currently operated by the Trust:
- Sawley Junior School
  - Sawley Infant and Nursery School
  - Shardlow Primary School
  - Dovedale Primary School
  - Arnbrook Primary School
  - Southwark Primary School
  - Abbey Primary School
  - Derwent Primary School
- 1.3 This Terms of Reference sets out the operating arrangements for the eight schools within the Trust and their relationship to the board of trustees. It also sets out the terms of reference for the permanent committees that are established by the board of trustees.
- 1.4 This document should be read in conjunction with the following documents which jointly set out the principles and formal arrangements for the governance of the ONE Academy Trust.
- Articles of Association - set out the constitution of the academy trust specifying the objects, powers and composition of the Members and the Board of Trustees and how they each conduct business.
  - Scheme of Delegation - defines the lines of responsibility and accountability in the MAT and sets out the delegated functions.
  - Pecuniary Interests Policy
  - Code of Conduct for Trustees & Governors
  - Scheme of Financial Delegation (Financial Management Policy)
- 1.5 Trustees may review these Terms of Reference at any time but shall review them at least annually, generally in the summer term. These Terms of Reference may only be amended by the board of trustees.
- 1.6 The functions, duties and proceedings of committees set out in these Terms of Reference shall also be subject to any regulations made by the board of trustees.
- 1.7 The ONE Academy Trust Articles of Association set out the operating procedures for the members and trustees and are therefore not repeated in this document.

## 2. Overview of the governance structure

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### Members

2.1 The members are the signatories to the Memorandum of Association. They are the guardians of the governance of the trust, responsible for oversight of the constitution, changing the articles if necessary and ensuring the charitable object is fulfilled. The members appoint the majority of the trustees and can exercise reserve powers to appoint and remove them. ONE Academy Trust has at least three appointed members.

### Board of Trustees

2.2 ONE Academy Trust (the “trust”) is governed by the ONE Academy Trust Board of Trustees (the “trustees”) who are also the directors of the trust. The trustees are accountable to the Department for Education (DfE) and have overall responsibility and ultimate decision-making authority for all the work of the trust, including the establishing and running of the schools operated by the trust. The trustees are company directors, registered with Companies House.

2.3 The trustees are accountable to the members, the Secretary of State for Education, and the wider community, for the quality of the education received by all pupils of the schools in the trust and for the expenditure of public money. They are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the trust.

2.4 The board of trustees is responsible for setting trust-wide policy.

### Committees

2.5 The board of trustees has established two different types of committee:

- **Board committees** which are established to deal with trust-wide matters such as audit, finance, pay and performance management; and
- **Local governing bodies** which are established by the board to support the effective operation of the schools (**LGBs**). Local governing bodies are committees to which the trustees have chosen to delegate some specific responsibilities. The local governing bodies are established to deliver effective governance in the local context of each school in the multi-academy trust

2.6 The trustees have established two board committees:

- Finance, Audit & Risk Committee (FAR Committee)
- Human Resources, Education and Standards Committee (HRES Committee)

2.7 In accordance with the requirements of the Academy Trust Handbook, the Finance, Audit & Risk Committee is established to:

- advise and aid the board of trustees in ensuring sound management of the trust’s finances and resources
- advise on the adequacy of financial and other controls and risk management arrangements
- direct a programme of internal scrutiny

- 2.8 The Human Resources, Education and Standards Committee is established to:
- support the board of trustees in ensuring the effective management of staff and compliance with employment legislation
  - monitor education and standards across the trust
- 2.9 The trustees have established a local governing body (“LGB”) for ~~each~~ six of the schools within the trust.
- 2.10 The following schools have a local governing body established:
- Sawley Junior School
  - Sawley Infant and Nursery School
  - Shardlow Primary School
  - Dovedale Primary School
  - Southwark Primary School
  - Abbey Primary School
- 2.11 The board of trustees has assumed control of local governing body responsibilities for the following schools:
- Derwent Primary School
  - Arnbrook Primary School
- 2.12 The role of the local governing body is an important one. It provides governance for the academy trust at a local level, closest to the impact of decision-making and with an understanding of each school’s identity and needs. It acts as a critical friend to the headteacher and leadership team, providing challenge where appropriate.
- 2.13 The local governing bodies (LGBs) are responsible to the board of trustees. The LGBs carry out their functions concerning their respective school on behalf of the board of trustees and in accordance with the policies determined by the board of trustees.
- 2.14 In areas requiring specific expertise some functions typically carried out by the local governing body are carried out by executive staff within the trust. Where this is the case the board of trustees will make arrangements to ensure these duties are being carried out.
- 2.15 Where the total of number of local governors on a local governing body falls below the required levels, outlined in paragraph 3.3 of Section 2 the board of trustees will assume control of LGB responsibilities until such point that LGB membership reaches minimum requirements. The board of trustees may delegate core functions to board committees as appropriate.
- 2.16 The board of trustees may deem it necessary to install an interim executive board if a school’s leadership is underperforming.

## Forums

- 2.17 ONE Academy Trust operates several forums and networking groups to support the operation of governance within the trust. The forums provide opportunities to:
- build relationships across the trust,
  - engage in open communication, discussion and debate

- generate new ideas
- influence policy development
- consult with groups of stakeholders

2.18 The forums include:

- The Chair of Governors' Forum
- The Headteachers' Forum
- The Designated Safeguarding Leads' Forum

2.19 Networking groups will vary in accordance with trust initiatives and developmental needs, but may include:

- Subject leadership networks
- Special Education Needs Coordinator networks
- Senior leader networks, e.g. Deputy Heads and those with nominated responsibilities such as Pupil Premium leads

### **The Chief Executive Officer (CEO) and Executive Team**

2.20 The board of trustees has delegated responsibility to the CEO for the operation of the trust including the performance of the trust's schools. The CEO is the accounting officer so has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

2.21 The CEO may delegate the discharge of functions to the Executive Team

2.22 The CEO and members of the Executive Team are invited to attend board meetings at the request of the trustees

## **3. Delegation of responsibilities**

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3.1 The delegation of responsibilities to individuals and committees of the board of trustees (including the LGBs) is in accordance with the ONE Academy Trust Scheme of Delegation (separate document).

3.2 The board of trustees may vary the terms of reference, constitution and/or scheme of delegation for individuals and committees (including the LGBs) at any time.

3.3 The trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not bound by, the views of individuals, committee members or local governors.

3.4 The board of trustees, individuals and all committees must comply with relevant statutory guidance and legislation including (but not limited to) the Academy Trust Handbook, the ONE Academy Trust Scheme of Delegation, the ONE Academy Trust Terms of Reference and the ONE Academy Trust Articles of Association. They must also consider safeguarding and equalities implications when undertaking all governance functions

## **4. Monitoring and review**

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- 4.1 The terms of reference are reviewed on an annual basis by the board of trustees.
- 4.2 These terms of reference are agreed upon and adopted by the board of trustees and can only be amended with the approval of the board.
- 4.3 Each committee (LGB and functional committees) will review the terms of reference and constitution annually at the first meeting of the autumn term. Each committee is free to define its own constitution within the principles set out in these terms of reference.
- 4.4 A proposal to amend the terms of reference and/or constitution of a committee may be submitted to the board of trustees at any time.

## Section 2 – Constitution and Terms of Reference for the committees

### 5. General principles

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- 5.1 This section includes the constitution and terms of reference for the committees of the ONE Academy Trust Board of Trustees. Each committee is established pursuant to articles 100 to 104 (inclusive) of the ONE Academy Trust Articles of Association (the “Articles”).
- 5.2 The delegation of responsibilities to each committee is in accordance with the ONE Academy Trust Scheme of Delegation.
- 5.3 Each committee is accountable to the board of trustees of ONE Academy Trust.
- 5.4 Each committee is authorised by the board of trustees to:
- 5.4.1 Carry on any activity authorised by these Terms of Reference; and
  - 5.4.2 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 cooperate with any request made.

### 6. Constitution and membership of the board committees

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- 6.1 Each board committee shall have a minimum of three members. A majority of board committee members must be trustees of the trust.
- 6.2 The board will appoint and remove all committee members.
- 6.3 Employees of the trust should not be members but may attend meetings to support the work of the committee. The accounting officer (the Chief Executive Officer) and the Chief Financial Officer will attend committee meetings to provide information and participate in discussions.
- 6.4 The board of trustees will ensure that board committee members have the necessary skills, background and experience to properly fulfil the relevant board committee functions.
- 6.5 At least one member of the Finance, Audit and Risk committee should have relevant financial or audit experience.
- 6.6 At least one member of the Human Resources, Education and Standards Committee should have HR experience and at least one member should have experience in the field of education.
- 6.7 The board of trustees will review committee membership on an annual basis at the start of the academic year.
- 6.8 Each board committee shall at the first meeting of each academic year elect a member to act as chair of the committee.
- 6.9 No person may act as chair of a board committee unless they are also a trustee.
- 6.10 The chair of the board of trustees should not be the chair of the committee.
- 6.11 The committee will elect a temporary replacement from among the members present at any meeting where the chair is absent.
- 6.12 Members of staff or external professionals will be invited to attend meetings as required but will have no voting rights.

6.13 The membership of a committee may include associate members, provided that a majority of members of the committee are trustees and there are no conflicts of interest.

## **7. Constitution and membership of the local governing bodies**

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7.1 Members of the local governing body (LGB) shall be known as “governors”.

7.2 The trustees have the right to appoint such persons to the LGB as they shall determine from time to time.

7.3 Each LGB operating in respect of one school shall, unless the board of trustees resolves otherwise, have a minimum of five members and a maximum of nine members, plus the headteacher and staff members (a maximum of twelve members in total).

7.4 The composition of each of the LGBs shall include:

- the headteacher of the school (by virtue of their appointment unless they choose not to be);
- at least one staff governor, and not more than two staff governors, in addition to the headteacher;
- parent governor representation equal to at least two parent governors; and
- Up to five governors co-opted by members of the LGB.

7.5 The procedure for the appointment and the removal of governors shall be as set out below.

### **Staff governors**

7.6 The trustees have delegated the running of staff governor elections and appointments to the LGB (see the Scheme of Delegation).

7.7 The local governing body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the school and, where there are any contested posts, shall hold an election by a secret ballot.

7.8 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the local governing body.

### **Parent governors**

7.9 The trustees have delegated the running of parent governor elections to the LGB (see the Scheme of Delegation).

7.10 Parent governors shall be elected by parents of registered pupils at the relevant school. They must be a parent of, or have parental responsibility for, a pupil at the relevant school at the time when they are elected.

7.11 Where a vacancy for a parent governor arises the governors shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate and vote at the election, and given an opportunity to do so.

7.12 Any election of parent governors which is contested shall be held by secret ballot. The arrangements made for the election of parent governors shall provide for every person who is

entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the school by a registered pupil at the school.

7.13 Where the number of parents standing for election is less than the number of vacancies, the governors may appoint a person who is the parent of a registered pupil at the school or, where it is not reasonably practical to do so: a person who is the parent of a registered pupil of another school run by the trust, or a parent of a child of mandatory school age.

### **Co-opted governors**

7.14 Co-opted governors of the LGB shall be appointed by the LGB. They must be:

- a person who offers a set of skills required by the LGB; or
- a person who lives or works in the community served by the school;
- a person who, in the opinion of the governors, is committed to the governance and success of the school.

7.15 The governors may appoint an employee of the trust as a co-opted governor if they consider it is to the benefit of the school and any conflict of interest is managed effectively.

### **Associate governors**

7.16 Associate governors can be appointed by the LGB to provide specific skills and advice to the LGB and/or committees of the LGB. They may attend meetings of the LGB and may participate in any discussions that take place at these meetings. However, associate governors do not have the right to vote at meetings of the LGB.

### **Term of office**

7.17 Except for the headteacher, members of the LGB will serve for four years and will be eligible for re-appointment or re-election at the end of that term. The headteacher is a staff governor and is entitled to hold a governance position by virtue of their role.

### **Resignation and removal of governors**

7.18 A person serving on the LGB shall cease to hold office if:

- they resign from office by giving notice in writing to the clerk of the LGB;
- they are the headteacher or a staff governor and cease to work at the school;
- the trustees terminate the appointment of a governor whose presence or conduct is deemed by the trustees, at their sole discretion, not to be in the best interests of the ONE Academy Trust or the school.

7.19 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the school.

### **Disqualification of governors of the LGB**

7.19 A person shall be disqualified from serving on the LGB if they would not be able to serve as a director under articles 68-80 of the Articles of Association.

7.20 The minutes of all meetings should record the consent or otherwise to the absence of any governor. Any governor (except the headteacher) failing to attend LGB meetings for a continuous period of six months without the consent of the LGB will be disqualified as a governor at the school.

7.21 The board of trustees has the authority to remove any governor from office under the ONE Articles of Association and the Terms of Reference.

## **Appointment and removal of the chair and vice-chair**

- 7.22 The appointment of the chair of the LGB shall be approved by the trustees and they may be removed from office by the trustees at any time.
- 7.23 The responsibility for the appointment of the vice-chair of the LGB is delegated to the LGB. The vice-chair may be removed from office by the trustees at any time.
- 7.24 Responsibility for the appointment of the chair and vice-chair for any committee formed by the LGB (as listed at item 8.3 below), rests with that committee.
- 7.25 Before the first meeting of the LGB in the autumn term, the LGB will seek nominations for the posts of chair and vice-chair for the academic year. Candidates may self-nominate or be nominated by another member of the LGB. Neither the headteacher nor staff governors will be eligible for appointment as chair or vice-chair of the LGB.
- 7.26 At the first meeting of the LGB in the Autumn Term, the governors will, by ordinary resolution (a show of hands), agree:
- their nominations to the ONE Board of Trustees for the post of chair of the LGB.
  - the appointment of the vice-chair
- 7.27 Those standing for election should withdraw from the meeting during any vote. If there is more than one candidate for a post, the clerk to the LGB will administer a secret ballot to agree the nomination/appointment.
- 7.28 The clerk to the LGB will submit details of the recommended candidate for the post of chair to the clerk to the board of trustees for approval. The board of trustees may, in considering an appointment, request further information from the clerk to the LGB before making a decision.
- 7.29 The board of trustees will consider the recommendations made by each LGB and agree each appointment by ordinary resolution (show of hands) at the first board of trustees' meeting of the autumn term.
- 7.30 The clerk to the board of trustees will inform the clerk to each LGB of the results of the appointment process. If an appointment is not approved, the board of trustees will provide feedback to the LGB and request submission of an alternative candidate.
- 7.31 The chair or vice-chair may at any time resign their office by giving notice in writing to the LGB. The chair or vice-chair shall cease to hold office if:
- they cease to serve on the LGB
  - they are an employee of the trust, whether or not at the school; or
  - in the case of the vice-chair, they are appointed to fill a vacancy in the office of the chair
- 7.32 Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting. Where the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

## **Vacancy for the post of chair arising during the academic year**

- 7.33 If a vacancy for the post of chair arises during the academic year, the LGB will appoint a temporary replacement from amongst their number and make a recommendation to the board of trustees (as set out above) for an appointment for the remainder of the academic year until the annual appointment process is completed.

## **Duration of appointment of chair and vice-chair**

- 7.34 The chair and vice-chair will serve for a period of one year and shall hold office until a successor has been appointed.
- 7.35 The chair and vice-chair may be re-appointed for further terms of office. However, in line with DfE recommendations, the chair of governors in each school should serve for a maximum of two terms of office (8 years) and should ideally serve for no more than 6 years to help share expertise across the governing body.

## **8. Committees and panels**

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- 8.1 Save with the consent of the board of trustees, the board committees may not establish sub-committees.
- 8.2 The local governing body carries out the majority of its delegated functions but may delegate to a committee or any person serving on the LGB, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the trustees or the LGB may impose and may be revoked or altered. The full governing body can still perform the functions it has delegated.
- 8.3 Ad-hoc temporary committees and panels of the LGB will be constituted to deal with specific issues as required. For example:
- exclusions
  - appointments
  - complaints
  - pupil discipline
  - staff dismissal or staff dismissal appeals committees

The LGB must determine the constitution, membership and delegated functions and responsibilities of any committee it decides to establish.

- 8.4 Any individual or committee to whom a decision has been delegated must report to the full governing body in respect of any action taken or decision made concerning the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

## **9. Delegated powers**

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- 9.1 The powers retained by the ONE Academy Trust and delegated from the trustees to the LGBs shall be as set out in the Scheme of Delegation as follows:

### **Table A:**

- Sawley Junior School
- Sawley Infant and Nursery School
- Shardlow Primary School
- Dovedale Primary School
- Southwark Primary School

- Abbey Primary School

9.2 The board of trustees has assumed control of local governing body (LGB) responsibilities for the following schools:

- Derwent Primary School
- Arnbrook Primary School

9.3 For the avoidance of doubt, where a power is not expressly delegated to any LGB or headteacher it will be deemed to have been retained by the trustees of the ONE Academy Trust regardless of whether it is specified in the Scheme of Delegation.

9.4 Notwithstanding the application of any provision of these Terms of Reference, if the chair or vice-chair of the LGB believes that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the school, any pupil or their parent/carer or a person who works at the school, then they may exercise any function of the LGB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the headteacher. In cases where the chair or vice-chair has made use of this power, a full report must be made to the LGB in respect of any actions taken or decisions made.

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

- ensure that the relevant school is conducted in accordance with the object of the ONE Academy Trust, the terms of any trust governing the use of the land which is used for the purposes of the school, any agreement entered into with the Secretary of State for the funding of the school and these Terms of Reference;
- promptly implement and comply with any policies or procedures communicated to the LGB by the trustees from time to time;
- review its policies and practices regularly, taking into account any advice or recommendations made by the trustees;
- work closely with the trustees and act with integrity, objectivity and honesty in the best interests of the ONE Academy Trust and the school;
- be open about decisions and be prepared to justify those decisions;
- keep confidential all information of a confidential nature obtained by them relating to the school and the ONE Academy Trust

9.6 Governors shall be expected to report to the ONE Academy Trust against key performance indicators (KPIs) which have been set for the school and provide such data and information regarding the business of the school and the pupils attending the school as the Trustees may require from time to time.

9.7 Each governor shall be required to take part in regular self-review and is accountable for meeting their 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.

## **10. Relationship between the board of trustees and the local governing body**

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10.1 The local governing body shall in carrying out its role:

- promote high standards and aim to ensure that pupils are attending a successful school which provides them with a good education and supports their well-being;
- be responsible to the trustees for its actions and follow the expectations of governors as laid down by the trustees;
- ensure that it is competent, accountable, independent and diverse and promotes best practice in governance;
- ensure that its governors promote and uphold high standards of conduct, probity and ethics;

10.2 The trustees shall support the work of the LGB by:

- setting a clear strategic vision to allow the LGB to set and achieve its aims and objectives within such vision;
- ensuring that systems are put in place to allow the governors to be presented with relevant data to allow the LGB to analyse school performance in order to support and challenge the headteacher and the senior leadership team of the school; and
- ensuring that the governors have access to high-quality training;

10.3 Without prejudice to the trustees' other rights to remove any governor and the trustees' rights to amend these Terms of Reference at any time, where the trustees have concerns about the performance of an LGB they may amongst other actions:

- require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the trustees;
- suspend or remove any or all of the matters delegated to the LGB;
- suspend or remove any or all of the governors of the relevant LGB;

10.4 The trustees may require a governance action where:

- the school requires improvement under Section 8 of the Education Act 2005;
- the school fails in its duty to operate within the strategic vision and ethos of the trust;
- The school fails in its duty to ensure effective safeguarding provision is in place

10.5 The trustees may vary the matters delegated where:

- the LGB act outside its delegated powers and limitations;
- the LGB are in breach of these Terms of Reference;

## 11. Proceedings of committee meetings

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11.1 The **local governing body** shall hold at least four full governing board meetings in each academic year as follows:

- Four business meetings, including two in the Autumn term and one each in the Spring and Summer terms.
- The first meeting of the academic year will be set aside for governance matters

Additional meetings may be convened as required, for example to engage in training and development or consider specific aspects of school life.

11.2 Each trust **board committee** will meet at least three times per year prior to the meeting of the board of trustees as follows:

- October – HRES Committee
- December - FAR Committee
- Feb – HRES Committee
- March - FAR Committee
- May – HRES Committee
- July - FAR Committee

Additional meetings will be arranged as required

11.3 Meetings shall be called by the clerk to the committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda, shall be forwarded to each member of the committee and any other person required to attend, no later than seven days before the date of the meeting. Supporting papers shall be sent to members of the committee (trustees/governors) and other attendees as appropriate, at the same time or as soon as possible before the meeting.

11.2 In accordance with the articles of association, any three board committee members can, by notice in writing to the clerk, requisition a meeting of the committee. The clerk will convene as soon as practicable, giving at least seven clear days' notice of any such meeting.

11.3 Where matters are demanding urgent consideration, the chair or, in their absence, the vice-chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.

11.4 Any committee member shall be able to participate in meetings of the committee members by telephone or by any suitable electronic means agreed by the committee members and by which all those participating in the meeting are able to communicate with all other participants.

11.5 A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

11.6 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the committee.

## Quorum

11.7 The quorum for the transaction of the business of a trust **board committee** shall be a majority of the committee members and no vote on any matter shall be taken at a meeting of the committee unless the majority of members of the committee present are trustees.

11.8 The quorum for a meeting of the **local governing body**, and any vote on any matter at such a meeting, will be the greater of either any three of the governors of the LGB or one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting, who are entitled to vote and excluding any vacancies that may exist. Three governors are the minimum number of governors for the LGB to be quorate. Where the headteacher is a

governor, they count toward the quorum. However, there should be a least two non-staff governors present to mitigate the risks surrounding conflicts of interest and approvals. If a governor is attending a meeting virtually over the phone or via video link they count towards the quorum and can vote.

## **Voting**

- 11.9 Every matter to be decided at a meeting of a committee of the board of trustees (LGB or board committee) shall be determined by a majority of the votes of the members of the committee present and entitled to vote on the matter. Every member of the committee shall have one vote. Where there is an equal division of votes, the chair of the meeting shall have the casting vote. A member of a committee may not vote by proxy.
- 11.10 Any governor who is also an employee of the trust shall withdraw from that part of any meeting where sensitive personnel issues are discussed, e.g. remuneration, individual's personal circumstances.
- 11.11 A resolution in writing, signed by all the members of a committee, shall be valid and effective as if it had been passed at a meeting of the committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the committee members.

## **Conflicts of interest**

- 11.12 Any member of a committee who has or may have any direct or indirect duty or personal interest (including but not limited to any personal financial interest as defined below) which conflicts or may conflict with their duties as a member of the committee shall disclose that fact to the committee as soon as they become aware of it. A person must absent themselves from any discussions in which a conflict may arise between their duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any personal financial
- 11.13 An individual has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the individual or any person living with the individual as their partner, is in the employment of the trust, or is in receipt of remuneration or the provision of any other benefit directly from the trust or in some other way is linked to the trust or the school. Governors and trustees will be asked to sign a 'Related Party Questionnaire' as part of external audit processes.

## **Minutes of meetings**

- 11.14 The clerk to the relevant committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 11.15 Draft minutes of meetings shall be circulated promptly (within 10 working days) to all members of the relevant committee.
- 11.16 The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting and will be presented at that meeting by the chair (or in their absence the vice-chair or another governor) for approval by the committee.
- 11.17 At every meeting of the committee, the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record

- 11.18 Committee meetings will not be open to the public, but minutes shall be made available subject to the redaction of confidential information. Attendees can be invited to attend a meeting where appropriate.
- 11.19 Information relating to a named person or any other matter that the committee considers confidential will not be made available for inspection.
- 11.20 The clerk to the committee shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are retained for inspection and audit purposes.
- 11.21 The clerk to the committee shall ensure that a copy of the approved minutes of each meeting of the governors is, as soon as is reasonably practicable, made available to the clerk to the board of trustees for distribution to the trustees.

### **Reporting procedures**

- 11.22 As soon as practicable after each meeting (within 10 working days) each committee will draft a summary Feedback Report identifying:
- key decisions made,
  - recommendations to the board
  - any items for the information of the board; and
  - items for further discussion by the board,
- 11.22 The content of the Feedback Reports can be agreed by committee members by email.
- 11.23 The Feedback Reports will be sent to the board as soon as practicable and within 10 working days of each committee meeting.
- 11.24 Committees shall arrange for the production and delivery of such other reports or updates as requested by the board from time to time.
- 11.25 Each committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the board of trustees.

### **Appointment and duties of the clerk to the Local Governing Body (LGB)**

- 11.27 The clerk to the LGB will be appointed by the ONE Board of Trustees in consultation with the local governing body.
- 11.28 The board of trustees will agree on a job description detailing the duties and responsibilities of the clerk to each LGB.
- 11.29 In addition to supporting each meeting of the LGB, the clerk will:
- maintain a register of LGB members and report forthcoming elections/re-elections and existing vacancies to the LGB
  - ensure that members of the LGB complete the Declaration of Interests form on an annual basis

- ensure that members of the LGB complete the Declaration of Interests form on an annual basis
- ensure that the work of the LGB is conducted within and follows statutory guidance and legal requirements

## **12. Duties & responsibilities of the local governing body**

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12.1 Each local governing body is accountable to the board of trustees of ONE Academy Trust.

12.2 The delegation of specific responsibilities is as set out in the ONE Academy Trust Scheme of Delegation.

12.3 The local governing body will:

- contribute to the development of the vision, ethos and strategic objectives of the trust
- ensure the school promotes the visions and values of the trust
- ensure delivery of the strategic objectives of the trust and the school
- contribute to the development of the school's vision, ethos and strategic objectives
- contribute to the development of the key priorities and key performance indicators (KPIs), against which progress towards achieving the school's vision can be measured
- ensure compliance with relevant legislation and statutory requirements
- contribute to the development of the business risk register
- contribute to the development of the school staffing structure
- ensure effective engagement with stakeholders, especially the school's staff, pupils and their parents/carers and the local community
- appoint panels and ad-hoc committees as required (e.g. exclusion panel) in accordance with statutory requirements and trust policies and procedures
- administer the membership and conduct of the LGB in accordance with the Articles of Association, Scheme of Delegation, Terms of Reference and statutory requirements
- ensure the skills set of governors meets the needs of the school
- update skills audit annually
- appoint link governor roles to support monitoring and oversight responsibilities
- undertake annual self-review of the governing body
- contribute to 360° review of chair
- contribute to the development of an annual schedule of business for the LGB.
- produce an annual report on the work of the LGB for the board of trustees
- ensure publication on the school website of all required statutory information
- contribute to the development of relevant policies and reports and ensure effective implementation. Approve or delegate approval as appropriate.
- contribute to the development of the School Improvement/Development Plan

- review the effectiveness of the School Improvement/Development Plan and monitor the achievement of its objectives
- hold the headteacher to account for the educational performance of the school and its pupils
- monitor the attainment and progress of pupils; the quality of teaching and learning; and the range, quality and effectiveness of the curriculum
- ensure that statutory requirements are met for the provision of pupils with SEND and the curriculum offer is ambitious
- ensure that the statutory requirements for curricular content are being met by the school
- ensure that the school is administering the budget provision for Pupil Premium and Sports Provision and any other school specific grant appropriately and making effective use of the additional funding
- ensure that the statutory requirements for recording, reporting and publishing Pupil Premium and Sports Provision are met
- ensure the arrangements for collective worship meet statutory requirements
- ensure that the school is meeting requirements with regard to their statutory responsibilities e.g attendance, punctuality, discipline.
- contribute to the development of the admissions criteria and setting the PAN for the school
- consult with the headteacher regarding school self-evaluation processes and contribute to the process
- support the school during an Ofsted Inspection
- complete the register of business interests and put in place a procedure to deal with any conflicts of interest
- contribute to the appointment, development and performance management of the headteacher as required by the CEO and board of trustees
- contribute to the appointment of senior leadership team staff and advise on the appointment of school staff as appropriate (governors may be invited to be part of a selection panel)
- hold the headteacher to account for the effective performance management and appraisal of the school staff
- support the headteacher in grievance, disciplinary and exclusion processes where appropriate.
- ensure the safety and well-being of staff and pupils by ensuring that agreed policies and procedures designed to safeguard the school's pupils and staff are fully implemented
- ensure that the school is conducted in accordance with the objects of the trust, the terms of any trust governing the use of the land which is used for the purposes of a school, any agreement entered into with the Secretary of State for the funding of the trust and trust policy and procedures
- contribute to decisions on land acquisitions, disposals, leasehold, rentals and lettings for the school

- oversee auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment)
  - ensure effective risk management processes are in place in the school
- 12.4 Governors will at all times act with integrity, objectivity and honesty and in the best interest of the school, in accordance with the Code of Conduct.
- 12.5 Governors will not disclose any material or information which, for good reason, the LGB has decided should remain confidential.
- 12.6 Members of the LGB are expected to play an active role in supporting the school and to take on a specific role in relation to an aspect of its work, for example by agreeing to oversee a particular area and/or year group. Some responsibilities are of a statutory nature and are further detailed in the ONE Trust Governance Handbook. Responsibilities include:
- Safeguarding
  - Health & Safety
  - Anti-bullying
  - Equality & Diversity/Inclusion
  - SEND
  - Pupil Premium
  - PE & Sports Premium
  - Looked After Children (LAC)

## **12. Responsibilities of the Finance, Audit and Risk Committee**

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- 12.1 The Finance, Audit & Risk Committee will fulfil its responsibilities as set out in these Terms of Reference in line with the trust's funding agreement, the Articles of Association, the Scheme of Delegation, the Academy Trust Handbook, and the trust's Financial Management Policy. The Finance, Audit and Risk Committee will:
- ensure sound management of the trust's finances and resources including proper planning, monitoring, probity and value for money.
  - advise the board of trustees on the formulation and implementation of a funding model (including setting the 'top slice') for the trust and schools, a financial management framework, a scheme of financial delegation and financial management policy and procedures
  - advise the board of trustees on the adequacy and effectiveness of the trust's governance, risk management, internal control and value for money systems and frameworks.
  - contribute to the formulation of the trust and each school's strategic plans, through the consideration of financial priorities and proposals, in consultation with the CEO, CFO, and the relevant the headteacher.

### **Finance and budget management**

- 12.2 The Finance, Audit & Risk Committee shall consider and advise the board of trustees on the following specific matters:
- setting
  - approval of the annual budget and cash flow forecast

- approval of the Business Plan and long-term financial forecasts (including the three-year plan for the trust and its schools in advance of submission to the Education & Skills Funding Agency (ESFA)).
- the monthly management accounts of the trust and its schools, including any proposed actions required to address any adverse variances from the budget plan.
- the revised forecast of estimated income and expenditure for the full year for the trust and its schools, including any proposed actions required to address any adverse variances from the budget plan.
- the annual audited financial statements of the trust.
- the update of trust financial policies
- compliance with financial regulations.
- the consideration of any other matters that could have a financial impact on the trust and its schools

## Audit

### 12.3 The Finance, Audit & Risk Committee will:

- recommend to the board the appointment or reappointment of the internal auditors of the trust
- review the internal auditors' planned schedule of work for the year and approve the planned audit approach
- agree and monitor an annual programme of work to deliver internal scrutiny that provides coverage across the year (this will be agreed with the appointed internal auditor)
- review the risk register to inform the programme of work, ensuring checks are modified as appropriate each year
- agree who will perform the work
- consider reports at each meeting from those carrying out the work
- consider progress in addressing recommendations
- keep the approach to internal scrutiny under review to take account of changes in size, complexity or risk profile
- have access to the external auditor as well those carrying out internal scrutiny and consider their quality
- advise the trust board and the members on the appointment or reappointment of the external auditor and assess the independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- review the external auditors' letter of engagement and annual planning documents and approve the planned audit approach
- review and consider the circumstances surrounding any resignation or dismissal of the external auditor.
- review all reports received from the external auditor (e.g. annual reports, management letter), the internal auditor (e.g. annual reports, internal control findings) and other bodies (e.g. the ESFA) and consider any issues raised, the associated management response and action plans. Reports should be referred to the Board of Trustees for information or action
- regularly monitor outstanding audit recommendations
- consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations

## Financial management & policies

12.4 The Finance, Audit and Risk Committee will keep under review the trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the board, paying particular attention to:

- critical accounting policies and practices, and any changes in them
- decisions requiring a major element of judgement
- the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
- the clarity and transparency of disclosures
- significant adjustments resulting from the audit
- the going concern assumption
- compliance with accounting standards
- compliance with DfE and legal requirements.

12.5 The Finance, Audit and Risk Committee will:

- receive and consider a regular report from the CFO on the trust's performance against key financial indicators and agree any corrective action necessary
- review the trust's policy and procedures for handling allegations from whistleblowers.
- review the trust's policies and procedures for handling allegations of fraud, bribery and corruption.
- receive reports on the outcome of investigations of suspected or alleged impropriety.
- review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- ensure that any significant losses are investigated and reported to the DfE/ESFA where required.
- review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.
- review and recommend the investment policy and associated proposals/actions to the board of trustees.

## Risk management

12.6 The Finance, Audit & Risk Committee shall consider and advise the board of trustees on the following specific matters:

- annual review of the trust's risk management systems including arrangements for risk management, control and governance processes.
- review, monitoring and assurance of the trust's risk register.
- review of the trust's Scheme of Delegation and recommending any changes to the board of trustees for approval.
- annual review of all insurance arrangements to ensure the maintenance of adequate insurance cover.

## **Asset Management**

12.7 The Finance, Audit & Risk Committee will:

- receive reports from the relevant persons on the management of assets including premises and their security.
- confirm that an asset recording system is in place, including an inventory and fixed asset register for each school.

## **13. Responsibilities of the Human Resources, Education and Standards Committee**

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### ***Education and standards (school performance)***

13.1 The Human Resources, Education and Standards Committee will:

- oversee the running of the schools in terms of learning, standards, safety and wellbeing
- hold the CEO, Executive Team and School leadership to account in conjunction with school performance, curricular offer, quality of care and provision
- review and consider reports and recommendations from externally commissioned sources

### ***Pay***

13.2 The Human Resources, Education and Standards Committee will:

- prepare and submit recommendations for the adoption by the board of trustees of:
  - a trust appraisal and capability policy [performance management];
  - a trust disciplinary policy;and
  - a trust pay policy
- operate in accordance with the statutory appraisal regulations and trust policy as follows:
  - to select an external adviser to advise the Committee undertaking the appraisal of the CEO and Senior Trust Leaders (as appropriate)
  - to take advice from the external adviser when agreeing objectives and reviewing the CEO's performance
  - to agree performance objectives with the CEO/Senior Trust Leaders (as appropriate);
  - to conduct the CEO/Senior Trust Leaders (as appropriate) appraisal;
  - to determine whether the outcome of the CEO/Senior Trust Leaders (as appropriate) appraisal meets the criteria for pay progression as covered under the adopted pay policy;
  - to support the CEO/Senior Trust Leaders (as appropriate) with the annual report to the Board on appraisal arrangements and outcomes;
  - a panel selected from the Committee to hear any appeal by a teacher against entries made within their appraisal statement.
  - moderate pay decisions across the schools.
- set salaries for senior management team posts following reviews in accordance with the law and trust wide policies.
- approve material changes in the trust's senior management staffing structure
- arrange a panel selected from the committee to hear any appeal by a teacher employed at any school against the outcome of their threshold assessment application.
- deal with any other matters relating to pay, appraisal and employment as may be referred by the board of trustees.

### ***Grievances and complaints of harassment***

13.3 The Human Resources, Education and Standards Committee will:

- consider staff grievances where there is a referral under the trust's grievance procedure. A panel comprised of members of the committee will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the procedure.
- consider staff complaints of harassment where there is a referral to the committee under the procedure adopted by the board of trustees. The committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the procedure.

### ***Staff Discipline/Dismissals***

13.4 The Human Resources, Education and Standards Committee will:

- form a panel comprised of members of the committee to make a determination with regard to the CEO or headteachers as provided for under the staff capability or disciplinary procedures.
- under the disciplinary or other relevant procedures (e.g. relating to capability, staff reductions or incapability due to ill-health) adopted by the board, make any determination that any member of staff employed at the trust should be dismissed from their post.
- where it is determined that a member of staff should be dismissed, ensure that the member of staff is notified of the decision, the reason for it and that the member of staff has a right of appeal against the decision.

### ***Staff Appeals***

13.5 The Human Resources, Education and Standards Committee will:

- form an appeal committee to consider any appeal against a sanction short of dismissal issued by the headteacher or by the staff disciplinary/dismissal committee to a member of staff
- consider appeals under other procedures as may from time to time be delegated by the board of trustees, including appeals under the Pay Policy.

### ***Personnel***

13.6 The Human Resources, Education and Standards Committee will:

- receive reports and make recommendations to the board on all aspects of matters relating to staff at the schools
- advise on the strategic planning of human resources.
- monitor the communication and consultation of policies and processes to staff and review feedback.
- advise on the means of achieving active participation by staff in policy development.
- monitor trust wide provision for maintenance of quality working environments with high levels of staff engagement within initiatives.
- ensure the legal requirements for ECT induction are complied with.
- carry out a review of the staffing establishment at least once per year in relation to the staffing plan for the trust and each school.
- advise the board on the appointment of the headteacher.