



DISCOVERY MULTI ACADEMY TRUST COMMITTEE TERMS OF REFERENCE

INTRODUCTION

As a charity and company limited by guarantee, the Trust is governed by a Board of Trustees (the **Board**) who have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established two different types of committee:

- main Board committees which are established to deal with Trust-wide matters such as audit, finance, pay and performance management (**Board Committees**); and
- Local Advisory Boards, which are established by the Board to support the effective operation of the Academies (**LABs**),

together the **Committees**.

The Board will review these Terms of References together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. 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 from time to time.

Date last approved by the Board: 21/9/17

Date for next review: 21/9/18

AMENDMENTS

The following amendments have been made to the Terms of Reference:

23/2/17:

1. The Audit & Finance Committee has been amended to the **Audit & Finance Committee**, as agreed by the Audit & Finance Committee
2. The Local Advisory Board Members and Finance & Audit Committee Members have been updated

21/9/17:

3. The Board agreed the addition of paragraph 4.4.3
4. The Local Advisory Board Members, Committee Members and Board Members were updated accordingly

These changes have been certified by the Chair of the Board of Trustees:

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Chair of the Board

Date

I Establishing the Committees

1.1 The Board has resolved to establish the following Board Committees as committees of the Board:

1.1.1 audit and finance committee (**Audit & Finance Committee**);

1.1.2 pay, personnel and performance management committee (**PPP Committee**).

1.2 The Board has resolved to establish LABs for its Academies each as a separate committee of the Board. A LAB may act in respect of two or more Academies. The current list of LABs and the Academies they operate in respect of is set out in Appendix A.

2 Membership – Board Committees

2.1 Each Board Committee shall have a minimum of three members and maximum of five members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).

- 2.2 The Board will appoint and remove all Committee members.
- 2.3 The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.
- 2.4 The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix B.
- 2.5 No member of the Business Committee can be appointed as a member of the Audit & Finance Committee.
- 2.6 The Trustees recognise the overriding principles of the Academies Financial Handbook published by the EFA (the AFH) and that the Audit & Finance Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Finance Committee the Board will adhere to the principles of the AFH and:
- 2.6.1 staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
- 2.6.2 the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

3 Membership – LABs

- 3.1 Each LAB operating in respect of one Academy shall, unless the Board resolve otherwise, have a minimum of five members and a maximum of nine members.
- 3.2 Each LAB operating in respect of two or more Academies shall, unless the Board resolve otherwise, have a minimum of seven members and a maximum of thirteen members.
- 3.3 The membership of each LAB (each a **LAB Member**) shall be as follows (unless the Board resolve otherwise):
- at least two parent members;
 - at least two staff members;
 - the Head of School of the academy;
 - up to four persons appointed by the Board;
 - subject to paragraph 3.6, up to three other persons co-opted by members of the LAB;
- 3.4 The current LAB Members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix B.
- 3.5 The Trustees shall:

- 3.5.1 make all necessary arrangements for, and determine all other matters relating to, an election of parent LAB Members, including any question of whether a person is a parent of a registered pupil at an Academy. Any election of a parent member which is contested shall be held by secret ballot;
- 3.5.2 make all necessary arrangements for, and determine all matters relating to, the election of staff LAB Members.
- 3.6 The LAB Members may only appoint co-opted members with the consent of the Board.
- 3.7 The term of office for any LAB Member shall be four years, save that this time limit shall not apply to the Heads of School. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

4 Chairs of Committees

- 4.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee or LAB (as appropriate).
- 4.2 Subject to paragraph 4.3, each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.
- 4.3 No person may act as Chair of a Board Committee under paragraph 4.1 unless they are also a Trustee.
- 4.4 Subject to paragraph 4.5:
 - 4.4.1 the LAB Members shall at the first meeting of each academic year appoint a LAB Member to act as Chair of the LAB;
 - 4.4.2 the LAB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair;
 - 4.4.3 The Board may appoint a Chair of the LAB where necessary.
- 4.5 No person may act as Chair under paragraph 4.4 if they are an employee of the Trust.

5 Authority, remit and responsibilities of the Committees

- 5.1 Each Committee shall be responsible for the matters as set out in Appendix 3.
- 5.2 Each Committee is authorised by the Board to:
 - 5.2.1 carry on any activity authorised by these Terms of Reference; and

5.2.2 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 co-operate with any request made.

5.3 Save with the consent of the Board, the Committees may not establish sub-committees.

6 Proceedings of Committee meetings

6.1 The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

6.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

6.3 The quorum for the transaction of the business of a 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.

6.4 The quorum for the transaction of the business of LAB shall be three LAB Members provided that at least one of them is a LAB Member appointed by the Board (not including staff members or parent members).

6.5 The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.

6.6 The relevant Head Teacher shall ensure that a clerk is provided to take minutes at meetings of the LABs.

6.7 Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.

6.8 Each Committee member present in person shall be entitled to one vote.

6.9 Where there is an equal division of votes the Chair shall have a casting vote.

6.10 A register of attendance shall be kept for each Committee meeting and published annually.

6.11 Committees may invite attendance at meetings from persons who are not 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.

6.12 References in paragraph 6 to the "Chair" shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

7 Conduct of Committee members

- 7.1 All Committee members shall observe at all times the provisions of the Trust's code of governance.

8 Members' Interests

- 8.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- 8.2 Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
- 8.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;
 - 8.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
 - 8.2.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

9 Disqualification & Removal of Committee Members

- 9.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
- 9.1.1 is or becomes disqualified from holding office under the Trust's Articles of Association;
 - 9.1.2 is or becomes disqualified from holding office as a governor of a school or academy;
 - 9.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
 - 9.1.4 is barred from any regulated activity relating to children;
 - 9.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - 9.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);

- 9.1.7 has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
 - 9.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
 - 9.1.9 commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;
 - 9.1.10 in the case of a LAB Member, is absent without the permission of the LAB Members from all their meetings held within a period of six months and the LAB Members resolve that their office be vacated;
 - 9.1.11 resigns his/her office by notice in writing to the relevant Chair;
 - 9.1.12 in the case of a Head Teacher, they cease to be the Head Teacher;
 - 9.1.13 in the case of a LAB Member, their term of office expires and they are not re-appointed.
- 9.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LAB Member by written notice to the relevant Chair.

10 Reporting Procedures

10.1 Within 14 days of each meeting each Committee will:

10.1.1 produce and agree minutes of its meetings;

10.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board, together the **Committee Reports**.

10.2 The Committee Reports can be agreed by committee members by email.

10.3 The Committee Reports will be sent to the Board within 21 days of each Committee meeting.

10.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

10.5 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.

APPENDIX A

The Trust's LAB 2017-18

Central LAB, covering Weston Mill Community Primary Academy, Oakwood Primary Academy and Beechwood Primary Academy.

APPENDIX B

The Register of Committee Members

BOARD COMMITTEES

Audit & Finance Committee:

Lisa Drummond
Steve Evans
Jade Harris
Alison Nettleship (CEO/Accounting Officer)

PPP Committee:

TBC

Local Advisory Board:

CHAIR: Jill Callicott:
VICE CHAIR: Carol Lant
Kay Wilkins
Lisa Darcy
Julie Collier
Alison Buckle
Laura George
Esther Tucker
Marta Czelný
Michelle Hobbs
Matt Geoffrey
Sharyn Seaman

APPENDIX C

Powers & Functions Delegated

Remit and Responsibilities of the Finance & Audit Committee

The powers and functions delegated by the Board to the Finance & Audit Committee are as set out below.

External Audit

- 1 To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- 2 To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- 3 To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.
- 4 To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- 5 To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- 6 To review the performance of the external auditor on an annual basis.
- 7 To recommend to the Board the appointment/re-appointment of the external auditor.
- 8 To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

Internal Audit

- 9 To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
- 10 To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- 11 To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

Financial Management & Policies

- 12 To 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.
- 13 To review the Trust's policy and procedures for handling allegations from whistleblowers.
- 14 To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
- 15 To receive reports on the outcome of investigations of suspected or alleged impropriety.
- 16 To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- 17 To ensure that any significant losses are investigated and reported to the DfE/EFA where required.
- 18 To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
- 19 To review the adequacy and robustness of risk registers.
- 20 To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (eg from the National Audit Office).
- 21 To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.

- 22 To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

General

- 23 To review or investigate any other matters referred to the Finance & Audit Committee by the Board.
- 24 To draw any significant recommendations and matters of concern to the attention of the Board.

Remit and Responsibilities of the PPP Committee

The powers and functions delegated by the Board to the Pay, Personnel and Performance Management Committee are as set out below.

Pay

- 1 To prepare and submit recommendations for the adoption by the Board of:
 - an appraisal; and
 - a pay policy for the Academies
- 2 To operate in accordance with the statutory appraisal regulations and the relevant Academy's adopted policy as follows:
 - to select an external adviser to advise the Committee undertaking the appraisal of the Head of School, in due course/if appropriate;
 - to take advice from the external adviser when agreeing objectives and reviewing the Head of School's performance
 - to agree performance objectives with the Head of School;
 - to conduct the Head of School's appraisal;
 - to determine whether the outcome of the Head of School's appraisal meets the criteria for pay progression as covered under the adopted pay policy;
 - to support the Head of School 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.
- 3 To moderate pay decisions across the Academies.
- 4 A panel selected from the Committee to hear any appeal by a teacher employed at any Academy against the outcome of their threshold assessment application.
- 5 To determine annually, in accordance with the School Teachers' Pay and Conditions Document the Appraisal and Pay Policies adopted by the Academy and the Academy's salaries budget, the salaries of teaching staff.
- 6 To determine annually, in accordance with the adopted Pay Policy and any appropriate regulations and agreements and within the Academies salaries budget, the salaries and gradings of support staff.
- 7 To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

Grievances

- 8 To consider staff grievances where there is a referral under the grievance procedure adopted by the Board. 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 adopted procedure.

- 9 To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Board. The Committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the adopted policy.

Staff Discipline/Dismissals

- 10 Under the disciplinary or capability procedures for the Head of School adopted by the Trust Board, to consider formal action against the Head of School and for a panel comprised of members of the Committee to make a determination as provided for under either procedure. The Committee will be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.
- 11 Under the disciplinary or other relevant procedures (e.g. relating to capability, staff reductions or incapability due to ill-health) adopted by the Board, to make any determination that any member of staff employed at an Academy should be dismissed from their post.
- 12 Before taking a decision on dismissal, to give the member of staff concerned an opportunity to make representations on the proposed action and to consider those representations at a formal meeting conducted in accordance with the relevant adopted procedure.
- 13 Where it is determined that a member of staff should be dismissed, to 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

- 14 Under the disciplinary procedure or capability procedure adopted by the Board, to consider any appeal against a sanction short of dismissal issued by the Principal or by the staff discipline/dismissal Committee to a member of staff employed at the Academy.
- 15 Under the disciplinary or other relevant procedures (e.g. relating to capability, redundancy or incapability due to ill health) adopted by the Board, to consider any appeal against a decision of the staff discipline/dismissal Committee to dismiss from their post a member of staff employed at the Academy.
- 16 To consider appeals under other procedures as may from time to time be delegated by the Trust Board, including appeals under the Academy's adopted Pay Policy.

Personnel

- 17 To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Academies.

- 18 To advise on the strategic planning of human resources.
- 19 To monitor the communication and consultation of policies and processes to staff and review feedback.
- 20 To advise on the means of achieving active participation by staff in policy development.
- 21 To advise and recommend revisions to those policies which affect staff, including but not limited to those which relate to recruitment, retention, record-keeping, induction, training, allegations against staff, equalities, discipline and grievance, professional conduct, professional development, charging and remissions, training, performance management, management of stress, trade unions, whistle-blowing and pay.
- 22 To ensure the legal requirements for NQT induction are complied with.
- 23 To hear, consider and make any initial decisions about matters relating to the discipline of staff or staff grievances in accordance with adopted procedures.
- 24 To carry out a review of the staffing establishment whenever there is a vacancy and at least once per year in relation to the staffing element of the Academy development plan.
- 25 To advise the Board on the appointment of the relevant Head of School.
- 26 The Board delegate the appointment of supply staff and temporary staff appointed for one term, and non-teaching staff to the relevant Head of School.
- 27 Non-teaching staff, appointed to support children with special needs, will be appointed in consultation with the Academy SENCO.

Remit and Responsibilities of the LABs

The powers and functions delegated by the Board to the LABs are set out in detail in the Trust's Scheme of Delegation as approved by the Board and in summary include the following:

- 1 To oversee the running of the academies in terms of learning, standards, safety and wellbeing.
- 2 To hold local academy leadership to account for academic performance, quality of care and provision.
- 3 To oversee and monitor the effectiveness of learning strategies.
- 4 To ensure that the Academy or Academies are 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 an Academy, any agreement entered into with the Secretary of State for the funding of the Academy or Academies and these Terms of Reference.
- 5 To consider budget monitoring information and make recommendations to the Head of School in relation to any potential overspending.
- 6 To act as a critical friend to the Head of School.
- 7 To adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the individual Academy and are delegated to them in order to support the Board and its committees in relation to proper use of funds & delivering high quality educational provision.
- 8 To represent the views of the community (including but not limited to in discussions on budget issues that relate to community engagement and activity and make recommendations to the Head of School).
- 9 To support the Head of School and CEO in recruitment and selection, grievance, disciplinary and exclusion processes where appropriate.
- 10 To promptly implement and comply with any policies or procedures communicated to the LAB by the Board from time to time.
- 11 To support the Trust's senior management staff deal with parental complaints pursuant to the Trust policy on parental complaints.
- 12 To draw any significant recommendations and matters of concern to the attention of the Board.