



An Daras Multi-Academy Trust

BOARD OF DIRECTORS – FULL BOARD & COMMITTEES including LGBs

Terms of Reference & Responsibilities covered in Cyclical Plans v3

The An Daras Multi Academy Trust (ADMAT) Company
An Exempt Charity Limited by Guarantee
Company Number/08156955

Status: Approved	
Recommended	
Statutory	Yes
Adopted v3	July 2019
Review	2020
Advisory Committee	MAT Board
Linked Documents	ESFA Academy Financial Handbook 2019 ADMAT Articles of Association ADMAT Master Funding Agreement ADMAT Supplementary Funding Agreements ADMAT Scheme of Delegation 2018-19 ADMAT Decision Planner 2018-19

Key for References

AFH (Academies Financial Handbook, paragraph); MFA (Master Funding Agreement); GH19 (Governance Handbook 19, paragraph); CC (Charity Commission); CL (Company Law); CH (Companies House); ART (An Daras Articles of Association, numbered article); CO (Cabinet Office); DfE Att (DfE Attendance, Sep 18); DfE SF (DfE School Food in England, Mar 19); CAct (Companies Act 2006); AAD (ESFA Academies Accounts Direction 2018 to 2019); HSE Managing H&S (HSE responsibilities of employers); H&SFA (Health & Safety (First Aid) Regulations 1981); OFF (OFSTED Inspection Framework 2019); SAC (DfE School Admissions Code, Dec 14)

FULL BOARD OF DIRECTORS TERMS OF REFERENCE & CYCLICAL PLAN v3 2019

Under the Articles of Association of An Daras Multi Academy Trust, the Board of Directors may delegate to any director, committee (including LGABs), the Chief Executive Officer, Executive Head teacher or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose, may be revoked or altered and regardless of delegation, the Board remains accountable [GH2.3.7].

The Directors may establish any committee to exercise powers and functions of the Directors [GH5.2.1-19]. The constitution, membership and proceedings of any committee of the Directors shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months [ART101]. The membership of any committee of the Directors may include persons who are not Directors, provided that a majority of members of any such committee shall be Directors (less LGABs) [AFH 1.16/GH5.2.1-19].

The Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

Where any power or function of the Directors has been exercised by any committee, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision [ART106].

The Board must meet at least 3 times a year and only conduct business when quorate [AFH 2.3/ART109/GH3.2]. If the board of trustees meet less than six times a year it **must** describe in its governance statement, accompanying its annual accounts, how it has maintained effective oversight of funds with fewer meetings [GH3.2]. The composition of the Board shall meet the requirements laid out in the Articles of Association [ART45-52]. The Board must establish an audit committee, but this does not need to be a separate committee unless the MAT income exceeds £10million [AFH 3.6]. The Board must not have de factor trustees or shadow directors [AFH 1.18]. The Board must appoint:

- A senior executive leader (CEO) [AFH 1.24/ART107]
- An accounting officer with responsibility for regularity, propriety and value for money and for assuring the board about compliance with the funding agreement and AFH [AFH1.25-1.34]
- A Chief Finance Officer (CFO) to lead the financial department [AFH 1.35]
- Principles for each Academy [ART107A]

TERMS OF REFERENCE & RESPONSIBILITIES of ADMAT BOARD

The **ADMAT Board** is to provide strategic direction and maintain robust oversight across the MAT [AFH 2.1], which is consistent with its objects, vision and values. It should adhere to the 7 principles of public life [AFH Intro/CO CoC] and have the skills, knowledge and experience to run the Trust [AFH 1.1].

The Board is responsible for ensuring that a high standard of governance provides strong strategic leadership with robust accountability, oversight and assurance for educational and financial performance. It has 3 core functions (1) Ensuring clarity of vision, ethos and strategic direction; (2) Holding executive leaders to account for the educational performance of its pupils, and the effective and efficient performance management of staff; and (3) Overseeing the financial performance of the organisation and making sure its money is well spent [AFH 1.10/GH1.1]. It should exercise its powers and functions in the running of the Multi-Academy Trust (MAT), addressing:

Strategy/Vision

- Furthering the ‘objects’ of the company, including provision of a broad and balanced curriculum [CL/ART4/EdA02,s78/GH2.2.5]
- Set a clear and explicit MAT Vision for the future in collaboration with executive leaders which has pupil progress and achievement at its heart, sets out ambition for future growth and is communicated to the whole organisation [GH1.2-6-1/GH2.1.2/ART4]
- Foster this common ethos and vision, with strong values and high expectations across the whole MAT ensuring that it is embedded across the organisation and adhered to by all. This includes high expectations for the behaviour, progress and attainment of all pupils and for the conduct and professionalism of both staff and the Directors/Governors. [GH1.2-6-1/GH5.2.2-31/GH2.2.4]
- Make an informed decision on whether to grow the MAT which is underpinned by robust due diligence and an awareness of the need to review the effectiveness of governance structures and processes if and when the size, scale and complexity of the organisation changes [GH1.2-6-1]
- Provide a robust framework for setting priorities, creating accountability and monitoring progress in realising the organisation’s vision [GH2.1.3]
- Determination to initiate and lead strategic change when this is in the best interests of children, young people and the organisation, and to champion the reasons for, and benefits of, change to all stakeholders [GH1.2-6-1]

Leadership/Governance

- Apply highest standards of governance, comply with charitable objects, with duties as company directors, with charity law and with the funding agreement [AFH1.12]
- Hold a published Scheme of Delegation showing delegated responsibilities at various levels of the MAT [ART102/AFH2.4]
- Ensure clear separation between strategic non-executive oversight and operational executive leadership which is supported by positive relationships, holding the executive leader to account for exercising their professional judgement in these matters and all of their other duties [GH1.2-6-4/GH3.1.2]
- As the board is responsible in law for the school(s), it may need to intervene in operational matters if a circumstance arises where, because of the actions or inactions of executive leaders, the school may be in breach of a duty. Having advised the board, executive leaders must comply with any reasonable direction given by it [GH3.1.4]
- Understand the purpose of governance and the role of non-executive leadership and have all the necessary skills, as outlined in the department’s

Competency frameworks: for governance and professional clerking, to deliver it well [GH1.2-6-3]

- Conduct regular skills audits, aligned to the organisation's strategic plan, to identify skill and knowledge gaps and which both define recruitment needs and inform a planned cycle of continuous professional development (CPD) activity including appropriate induction for those new to governance or to the board [GH1.2-6-6]
- Implement processes for regular self-evaluation and review of individuals' contribution to the board as well of the board's overall operation and effectiveness; commission external reviews of board effectiveness, particularly at key growth or transition points, to gain an independent expert assessment of strengths and areas for development [GH1.2-6-6]
- Conduct a regular cycle of meetings and appropriate processes to support business and financial planning [GH1.2-6-2]
- Document accurately evidence of the board's discussions and decisions as well as the evaluation of its impact and which complies with legal requirements for document retention [GH1.2-6-6] and ensure minutes of meetings are made available to whoever may request them [ART124]
- Include an effective chair and vice-chair with the ability to provide visionary strategic non-executive leadership [GH1.2-6-3]
- Ensure Directors and Governors are recruited through robust and transparent processes against a clear articulation of required skills which are set out in a role specification [GH1.2-6-3]
- Use active succession planning to ensure the board, and the whole organisation, continues to have the people and leadership it needs to remain effective [GH1.2-6-3]
- Ensure significant separation between members and trustees to enable members to exercise their powers objectively [GH1.2-6-4]
- Ensure appropriate communication between all levels and structures of governance and to pupils/students, parents/carers, staff and communities – particularly to ensure transparency of decision-making [GH1.2-6-4]
- Publish details of governance arrangements including the structure and remit of the board and any committees which is understood at all levels of governance and leadership and is reviewed regularly [GH1.2-6-4]
- Describe in the governance statement how the board has maintained effective oversight if meeting less than six times a year [AFH2.3]
- Notify ESFA within 14 days of vacation or filling/changing of people in positions of accounting officer, CFO, Chair of Trustees and all Members/Trustees (completed through GIAS) [GH6.14.1-314/AFH2.51]
- Trustees should follow guidance in Governance Handbook [AFH1.11]

Compliance

- Maintain robust oversight of the academy trust [AFH2.1]
- Ensuring compliance with all statutory regulations and Acts of Parliament governing the operation of schools and the Trust, including health and safety [AFH/GH1.2.6-5/GH6/CL/CH/HSE]
- Establishing monitoring procedures to ensure compliance and objectives met [AFH2.8]
- Establishing and maintaining a transparent system of prudent and effective internal controls [AFH3.1-3.21]
- To appoint internal auditors to carry out the Responsible Officer function for the schools/MAT [AFH3.17-3.18]
- Recommend External Auditor to Members of the Trust [AFH4.5]

- Assessing and managing risk, ensuring that risks are aligned with strategic priorities and improvement plans (including preparation of a statement on the MAT's risk management for its annual report and accounts) [GH1.2-6-1/AFH2.36-2.40]
- Maintain a risk register [AFH2.36]
- Robustly manage conflicts of interest [AFH5.34-5.39/ART97-98]. Due to governing in public office, boards must publish details on their website about each person (including all Members, Trustees, individuals on any LGABs and the AO). This information must include any relevant material business or pecuniary interests, including any governance roles in other educational institutions. It must also include any material interests arising from close family relationships between those involved in governance or between them and senior employees [GH4.7.1-69]
- Determine MAT wide statutory and recommended policies including a safeguarding and health & safety policy, and ensure they are reviewed regularly and compliant (see MAT Policy Register) [KCSIE/HSE/GH/AFH]

Budgets/Finance/HR

- Take full responsibility for financial affairs and use resources efficiently [AFH2.2]
- Oversight with regard to the finances of the Trust and its schools including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the AFH, Funding Agreement and Supplementary Agreements [MFA4.6-4.8/AFH/GH1.2-5-6]
- Establishing a funding model for use across the Trust and the schools, and a scheme of financial delegation for each school [AFH2.4]
- Agreement of the Trust's and schools' annual budgets, so that the Trust and schools' strategic objectives are met [AFH2.9-2.23]
- Putting in place guidelines for the local maintenance of assets and appropriate registers [AFH5.22/5.23]
- Ensure that funding information submitted to DfE and ESFA is accurate and compliant [AFH3.13/3.14]
- Make necessary financial disclosures in the annual accounts [AFH5.2/5.3]
- If concerns are noted about financial performance, act quickly to ensure the trust has adequate financial skills in place [AFH2.23]
- Ensure that decisions about executive pay follow the direction in latest AFH [AFH2.30/2.31]
- Sound management of the MAT's financial, human and other resources [AFH/GH]
- As the legal employer of all staff, responsibility for human resource policies & procedures and appropriate terms and conditions of service
- Ensure appropriate processes in place for: (i) making appointments within the Trust's remit; and (ii) Head teacher appointments
- Appointment of Head of School at school, in consultation with the relevant Local Governing Advisory Board
- Appoint the MAT Governance Officer (including clerking functions)[GH1.2-6-3]

Teaching & Learning/Improvement/Data

- Monitoring and evaluating performance in relation to agreed targets and Improvement Plan for the MAT and each school, including rigorous analysis of pupil progress & attainment, and financial information with comparison against local and national benchmarks [GH1.2-6-1/GH1.2-6-2]
- Facilitating the support, training and challenge of Head teachers/Heads of School in MAT (ensuring that managers are equipped with relevant skills and guidance)

Stakeholders

- Determination of the admissions policy and arrangements for the school (in consultation with Local Governing Advisory Board and Diocese)in accordance with admissions law and DfE codes of practice [DfE School Admissions Code]
- Ensure mechanisms for enabling the board to listen, understand and respond to the voices of parents/carers, pupils, staff, local communities and employers, making it more accountable through consultation and reporting [GH1.2-6-1/2.4.14-16]

Autumn (mid December)	Spring (end March)	Summer (early July)
Directors to declare/sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]
Elect Board Chair and Vice Chair [GH1.2-6-3/4.3] [succession plan in place but article 82 requires annual vote on Chair/Vice Chair]		Confirm Director leads for next academic year if applicable
Annual letter to trust's accounting officer from ESFAs accounting officer to be shared with BoD [AFH6.2] (<i>Agenda depends on arrival of letter</i>)		
Review: <ul style="list-style-type: none"> MAT Improvement Capacity Framework [GH2.1.3] Complaints and Compliments [GH6.15] 	Review: <ul style="list-style-type: none"> Complaints and Compliments [GH6.15] 	Review: <ul style="list-style-type: none"> ADMAT Scheme of Delegation [ART102] ADMAT Statutory Decision Planner [ART102] Complaints and Compliments [GH6.15]
Review: <ul style="list-style-type: none"> MAT Vision and Aims [GH1.2-6-1/GH2.1.2/ART4/CC/OFF-29] 	Review: <ul style="list-style-type: none"> Christian Foundation/Distinctiveness delivery against - Articles of Association, Funding Agreements, Church Supplementary Agreements and Diocesan Agreements [ART4] 	Agree items for annual governance statement [AAD3.2] including: <ul style="list-style-type: none"> How trust has secured value for money [AFH1.31] How Board has maintained effective oversight if meeting less than 6 times a year [AFH2.3] Analysis of performance against financial KPIs [AFH2.22] Which internal scrutiny option the trust has applied and why? [AFH3.21] Trust's governance arrangements [AFH2.48] Accounting Officer's Statement on regularity, propriety and compliance [AFH4.13/AAD3.3]
Ensure audited accounts (& annual report) are submitted to EFSA by 31 Dec [AFH4.4/MFA4.23/ART129-130/CC]. This must include annual summary report of areas reviewed, key findings, recommendations and conclusions to be submitted with audited accounts [AFH3.22] <i>Make necessary financial disclosures in the annual accounts [AFH5.2-5.3]</i>	Ensure accounts filed with Companies House by 31 May (for financial year ending 31 Aug prior) [AFH4.1-4.4/MFA4.18/CH/ART131] Ensure accounts & annual report published on trust website by 31 Jan [AFH4.4/MFA4.19&4.23/AAD3.1] and provide to all Trust Members [AFH4.4]	Approve balanced budget for financial year (and minute approval) [AFH2.9-2.10 & MFA4.9/4.12] Agree a 3-year budget forecast return ready for submission (to be submitted to ESFA by 30 July) [AFH2.15] Confirmation Statement to Companies House by 8 Aug each year [CH/ART131]
Approve written financial scheme of delegation [AFH 2.4]	Appoint Responsible Officer (recommended by Au) [AFH3.17/3.18]	Recommend Appointment of External Auditor to Members [AFH4.5/MFA4.20] [See additional notes below]
Receive latest monthly management accounts [AFH2.18-2.21]	Receive latest monthly management accounts [AFH2.18-2.21]	Receive latest monthly management accounts [AFH2.18-2.21]

Autumn (mid December)	Spring (end March)	Summer (early July)
Receive latest findings of internal scrutiny by Audit Committee (if any up dates) [AFH3.16]	Receive latest findings of internal scrutiny by Audit Committee (if any up dates) [AFH3.16]	Receive latest findings of internal scrutiny by Audit Committee (if any up dates) [AFH3.16]
Consider financial benchmarking from the Schools Financial Benchmarking Website [GH3.6-39]	Receive/Confirm: S174/157 Safeguarding annual return [KCSiE]	Receive/Confirm: S174/157 Safeguarding annual return action plan requirements [KCSiE]
Review/Amend MAT Improvement Plan [GH1.2-6-1/GH1.2-6-2]	Review/Amend MAT Improvement Plan [GH1.2-6-1/GH1.2-6-2]	Review/Amend Risk Register as necessary [GH1.2-6-1/GH1.2-6-2]
Receive: CEO Report to Board [GH3.1.2]	Receive: CEO Report to Board [GH3.1.2]	Receive: CEO Report to Board [GH3.1.2]
Review: Items brought forward from LGAB meetings [GH5.2.2-35]	Review: Items brought forward from LGAB meetings [GH5.2.2-35]	Review: Items brought forward from LGAB meetings [GH5.2.2-35]
Receive: ADMAT Committee meetings, minutes and items requiring further approval, discussion or action [GH2.3.7/5.2.2-35]	Receive: ADMAT Committee meetings, minutes and items requiring further approval, discussion or action [GH2.3.7/5.2.2-35]	Receive: ADMAT Committee meetings, minutes and items requiring further approval, discussion or action [GH2.3.7/5.2.2-35]
Policies as required		Approve outcomes of specified Governance Review – [GH1.2-6-6]

Notes re budget setting: Notify EFSA within 14 days if BoD proposes to set a deficit revenue budget for current financial year which it cannot address after unspent funds from previous years taken into account [AFH2.17]

Notes re external auditor: Ensure external audit contract in writing as letter of engagement and put additionally purchased financial services from the external auditor in a separate letter of engagement [AFH4.6] Provide in the audit contract for the removal of external auditors before the expiry of the term as set out in this handbook [AFH4.7] Notify EFSA immediately of the removal or resignation of external auditors and the reasons [AFH4.8]

TEACHING, LEARNING AND ACHIEVEMENT COMMITTEE TERMS OF REFERENCE & CYCLICAL PLAN V 3 2019

Authority (Extract from latest version of the ADMAT Scheme of Delegation)

The Board of Directors hereby resolves to establish a committee of the Board of Directors to be known as the Teaching, Learning and Achievement (TLA) Committee. It will oversee and monitor MAT learning achievements and performance, curriculum development and school improvement planning.

The chair and members of the Teaching, Learning and Achievement Committee shall be non-executive members and shall be appointed by the Board of Directors. The chair shall be a non-executive member of the Board of Directors other than its chair. The TLA committee should contain a majority of trustees [AFH1.16].

Directors who are not members of the TLA Committee should have the right of attendance. The Governance Officer will circulate minutes of meetings of the committee to all members of the Board of Directors.

The CEO in his or her role as lead on MAT teaching and learning direction will attend meetings of the TLA Committee.

The Board of Directors shall determine how often the TLA Committee shall meet. The external auditor may request a meeting if he or she considers one necessary.

The TLA Committee is an advisory body with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the TLA Committee in the conduct of its inquiries.

The TLA Committee is authorised to obtain independent professional advice if it considers this necessary.

Purpose of the TLA Committee

- To oversee the academic performance of the MAT as a whole and also individual schools within the Trust. To provide oversight of the academic impact of school improvement work across the MAT. To hold the Senior Leadership Team to account for academic performance across all MAT schools. To receive regular progress reports from the CEO. Ensure there is a cohesive and effective MAT school Improvement Strategy [GH1.2-6-1/GH1.2-6-2]
- To provide oversight of the implementation of an effective SIAMS improvement process. To hold the Senior Leadership Team to account for SIAMS performance across all Christian Foundation schools. To receive regular progress reports from the CEO. Ensure there is cohesive and effective Diocesan collaboration [SIAMS].

- To ensure the organisation's ethos promotes the fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance for those with different faiths and beliefs; and encourages students to respect other people, with particular regard to the protected characteristics set out in the Equality Act 2010. The committee should ensure that this ethos is reflected and implemented effectively in the schools and that there are effective risk assessments in place to safeguard and promote students' welfare [GH2.2.6]
- Ensure that the schools are regularly communicating with parents and carers, and that parental engagement is used to inform their strategic decision-making [GH2.4.15]
- Ensure the schools are listening to the views of pupils and parents [GH3.3.12]
- Ensure the MAT is promoting high-quality provision in literacy and numeracy to make a positive difference in the attainment & progress of pupils [GH3.3.12]
- Ensure the MAT listens to the views of staff, ensures work/life balance, and reviews and streamlines unnecessary workload whilst maintaining high standards [GH3.3.12]

Autumn (mid September)	Spring (early February)
Directors to declare/sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]
Re-elect/Elect Committee Chair and Vice Chair (every 2 years)	
<p>Review Data:</p> <ul style="list-style-type: none"> Internal & External Data on attainment & progress, including but not exclusively literacy and numeracy, include PPG/EAL & SEN [GH3.4.1-19/OFF-29] Review ASP & ensure data checking exercises are run [GH6.14-322] SATs Results against local & national benchmarks [GH3.4.1-19] MAT/School targets [GH1.2-6-1/1.2-6-2] MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2/OFF-29] Draft Improvement Plan (new) 	<p>Review:</p> <ul style="list-style-type: none"> Internal & External Data on attainment & progress, including but not exclusively literacy and numeracy, include PPG/EAL & SEN [GH3.4.1-19/OFF-29] Review ASP & ensure data checking exercises are run [GH6.14-322] Assessment, including monitoring and moderation [MFA2.28/GH3.4.1] Improvement Officer Reports MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2/OFF-29] Quality of Teaching [GH3.4.1-19/OFF]
<p>Review [GH1.2-6-1/AFH2.36-2.40]:</p> <ul style="list-style-type: none"> MAT Risk Register - learning and achievement risks Individual school risk indicators VL Update 	<p>Review [GH1.2-6-1/SIAMS]:</p> <ul style="list-style-type: none"> OFSTED Action SIAMS Action MAT Improvement Capacity Framework [GH2.1.3]
<p>Review:</p> <ul style="list-style-type: none"> MAT Vision & Ethos (including Christian ethos) [GH1.2-6-1/GH2.1.2/ART4/SIAMS/OFF-29] MAT EYFS Statutory Framework (including policies & procedures) [GH6.4.10-51/OFF-32] 	<ul style="list-style-type: none"> MAT Pupil Applications & Admissions [GH3.4.1-19/DfE SAC]
<p>Overview & Review:</p> <ul style="list-style-type: none"> SEND Overview of MAT (local offer established in MAT schools/statutory regulations are met) [GH6.4.11/OFF-29] PPG Provision established in MAT schools/impact achieved– statutory regulations are met [MFA2.13] PE Funding - Impact across MAT schools 	<p>Review: MAT curriculum [MFA2.22/CL/ART4/EdA02,s78/GH2.2.5/OFF-29]</p> <p>Review: promotion of British Values; spiritual, moral, cultural, mental and physical provision and that statutory regulations met (including spiritual development in line with Christian Foundation) [MFA2.26/GH6.4.3]</p>
<p>Review:</p> <ul style="list-style-type: none"> Discipline, Exclusions & Behaviour [GH3.4.1-19/MFA2.20] MAT Pupil Attendance [GH3.4.1-19/DfE Att] 	<p>Review: Website compliance of MAT schools [AFH2.48/GH6.14.4/MFA2.30]</p>
<p>Review: Christian character and distinctiveness/RE & Collective Worship Compliance [SIAMS]</p>	<p>Review: Parental engagement across MAT schools [GH2.4.15/OFF-29]</p>
Policies – Review and approve ADMAT policies as per the ADMAT Policy register	
Sub- Committee Responsibilities	
Pupil discipline/Exclusions	
Dismissal appeal/Admissions appeal/Pay appeal	

RESOURCES, STAFFING AND SAFEGUARDING COMMITTEE TERMS OF REFERENCE & CYCLICAL PLAN V3 2019

Authority (Extract from latest version of the ADMAT Scheme of Delegation)

The Board of Directors hereby resolves to establish a committee of the Board of Directors to be known as the Resources, Staffing and Safeguarding Committee (RSS) and will cover MAT arrangements in all matters relating to staffing, premises and grounds, security, health and safety and safeguarding. It will also cover faith school ethos staff development where appropriate.

The chair and members of the RSS Committee shall be non-executive members and shall be appointed by the Board of Directors. The chair shall be a non-executive member of the Board of Directors other than its chair. The RSS committee should contain a majority of trustees [AFH1.16].

Directors who are not members of the RSS Committee should have the right of attendance. The Governance Officer will circulate minutes of meetings of the committee to all members of the Board of Directors.

The CEO in his or her role as Accounting Officer and when required the CFO will normally attend meetings of the RSS Committee.

The Board of Directors shall determine how often the RSS Committee shall meet. The external auditor may request a meeting if he or she considers one necessary.

The RSS Committee is an advisory body with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the RSS Committee in the conduct of its inquiries.

The RSS Committee is authorised to obtain independent professional advice if it considers this necessary.

Purpose of the RSS Committee

- To ensure that all MAT schools have effective and high quality staff [GH3.3.12/6.5]
- To ensure personnel management procedures have been identified, formally approved and documented to cover as a minimum;
 - recruitment (including references and police checks) [GH6.5.3];
 - performance appraisal and review;
 - equal opportunities;

- discipline (including absence policies);
 - grievance;
 - staff expenses.
- To ensure a transparent system for performance managing executive leaders, which is understood by all in the organisation, linked to defined strategic priorities [GH1.2-6-2/6.5.1] and ensure appraisal policy is scrutinised and fit for purpose [GH6.5.6-105]
 - To provide effective oversight of the performance of all employees and ensure that procedures are in place to ensure that employees of the MAT are paid for work done in accordance with their contracts of employment, conditions and service [GH1.2-6-2]
 - Agree the MAT's approach to implementation of pay reform and performance-related pay? Ensure is it compliant with the most up to date version of the School teachers' pay and conditions document if appropriate [GH3.3.12/GH6.5.7-107] or that a suitable MAT policy is set [GH6.5.7-111]
 - Ensure the MAT has the right development and reward arrangements [GH3.3.12]
 - To ensure that all MAT schools have statutory, appropriate and robust personnel policies in place.
 - Ensure that all MAT schools are fulfilling their responsibilities regarding Child Protection and Safeguarding requirements [KCSIE/GH6.7-164]
 - To ensure there are effective policies in place across MAT schools which secure good behaviour and safety across the MAT community.
 - Ensure the MAT has effective mechanisms for supporting high attendance [GH3.4.1-19]
 - Ensure understanding of, and adherence to, responsibilities under the Equalities Act, promoting equality and diversity throughout the MAT [GH 1.2-6-5]
 - Ensure the ethos and Christian distinctiveness is delivered for schools where this is a requirement of the Articles of Association, Funding Agreements, Church Supplementary Agreements and Diocesan Agreements [ART]
 - To develop the Estate Strategy across the MAT and ensure the estate is managed in an appropriate and efficient manner [CC]
 - To ensure the MAT has adequate insurance cover to support its activities as an employer, such as employers' liability insurance, fidelity insurance, trustee indemnity, public liability insurance and so forth [AFH2.38]
 - To ensure implementation of the Asset Management Plan to ensure that the development, maintenance and replacement of all physical assets, equipment and facilities of the school, including premises, equipment, land, depreciating assets etc. are in line with the MAT Vision statement, legal and fit for purpose [AFH2.7/5.22/5.23].
 - Ensure appropriate whistleblowing procedures are in place [AFH2.41-2.46]
 - Obtain ESFA's approval, before entering into the acquisition and disposal of fixed assets beyond limits specified in the AFH and that disposal achieves the best price that can reasonably be obtained [AFH5.22/5.23]

Autumn (late September)	Spring (mid February)	Summer (mid May)
Directors to declare/sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]
Re-elect/Elect Committee Chair and Vice Chair (every 2 years)		
Review: <ul style="list-style-type: none"> MAT Improvement Capacity Framework [GH2.1.3] Academies Financial Handbook – update [AFH] 	Review: Staffing and resourcing benchmarking data [GH1.2-6-1/GH1.2-6-2]	Review: Christian Foundation delivery against - Articles of Association, Funding Agreements, Church Supplementary Agreements and Diocesan Agreements.
Review [GH1.2-6-1/AFH2.36-2.40]: <ul style="list-style-type: none"> MAT Risk Register – staff, safeguarding & premises risks 	Review [GH1.2-6-1/ AFH2.36-2.40]: <ul style="list-style-type: none"> Individual school risk indicators 	Review [GH1.2-6-1/ AFH2.36-2.40]: <ul style="list-style-type: none"> MAT Risk Register – staff, safeguarding & premises risks
MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2]	MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2]	MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2]
STAFF STRUCTURE/ROLES		
Review [GH3.3.12]: <ul style="list-style-type: none"> Staff job descriptions as necessary MAT Non-Negotiable Expectations for Teachers MAT Non-Negotiable Expectations for Learning Support Assistants 	Review: Staffing structure and budgets – Central MAT and individual school for following academic year (take account of LGAB recommendations) [GH3.3.12/3.4.1-19]	Agree: Final staffing structure for next academic year across central MAT/MAT schools [GH3.3.12/3.4.1-19, AFH2.9-2.10]
STAFF PERFORMANCE MANAGEMENT		
Assurance: Annual Performance Management cycle for staff across the MAT in place and policy properly implemented) [GH6.5]	Update: CEO/EHT (Senior Leaders) Performance Management outcomes and recommendations [GH6.5.6]	Update: Governance Officer Performance Management completed and any training needs established [GH6.5] Agree: Dates set for Directors & external advisor identified for CEO/EHT Performance Management [GH1.2-6-2]
STAFF PAY		
Only if relevant: <ul style="list-style-type: none"> Staff severance payments are compliant [AFH5.8] Appropriate compensation payments [AFH5.13] Appropriate permissions for ex-gratia payments [AFH5.17] <i>[see notes below for severance, compensation & ex-gratia payments]</i>	Review <ul style="list-style-type: none"> Decisions about executive pay & benefits follow robust evidence based process & is transparent /proportionate /justified/defensible/VfM [AFH2.30/2.31] 	Review: National pay awards for staff for the following academic year – impact on budget [GH6.5.7-107/111] Staff salaries in line with Pay policy (implementation of national pay awards) and teachers Performance Management [GH6.5.7-105/107/111/ GH3.3.12].

Autumn (late September)	Spring (mid February)	Summer (mid May)
STAFF CPD/TRAINING/QUALIFICATIONS		
<p>Ensure: Senior leaders including (where appropriate) the CEO and finance director getting appropriate CPD [GH 3.3.12]</p> <p>Consider: Appointment of well-being and mental health champion or process to provide this support [GH6.5.7-13]</p>	<p>Ensure:</p> <ul style="list-style-type: none"> Staff PPA requirements being met across MAT NQT requirements are being met across MAT [GH6.5.4] 	<p>Review:</p> <ul style="list-style-type: none"> All Staff appropriately trained [CC] Review: Christian Foundation ethos – Staff development needs [ART/SIAMS] Volunteers appropriately trained [CC]
OTHER STAFF MATTERS		
<p>Review:</p> <ul style="list-style-type: none"> Staff recruitment & retention [GH3.4.1-19] Staff Workload [OFF-29] 	<p>Review:</p> <ul style="list-style-type: none"> MAT complaints data Appropriate procedures in place for whistleblowing* and any cases responded to properly and fairly [AFH2.41-2.46/GH6.16] <p><i>*Including protection for staff who report wrong doing, trustees must agree a whistleblowing policy, appointment of whistleblowing trustee & staff member, and procedures known to all staff</i></p>	<p>Review:</p> <ul style="list-style-type: none"> Staff absence across MAT [GH3.4.1-19] Staff annual survey outcomes and actions, including morale [GH3.4.1-19]
SAFEGUARDING RELATED [GH6.7/KCSIE/OFF-29]		
<p>Review:</p> <ul style="list-style-type: none"> Latest KCSiE and re-assurance that it is being applied across the MAT [GH6.7.165/KCSIE] Safeguarding guidance and policy changes (dependent on when LA policy is issued). [GH6.7.166/KCSIE] MAT Single Central Record compliance [GH6.5.3-96/KCSIE 143-149]. 	<p>Review: S157 Safeguarding annual submission [KCSIE]</p> <p>Ensure understanding of, and adherence to, responsibilities under the Equalities Act, promoting equality and diversity throughout the MAT [GH1.2-6-5]</p> <p>Review: Accessibility planning for MAT schools [EA]</p>	<p>Review:</p> <ul style="list-style-type: none"> Safeguarding guidance and policy changes (dependent on when LA policy is issued). [GH6.7.166/KCSIE] <i>summer or autumn term</i> Safer recruitment measures in place, including DBS for staff, members, directors and governors [KCSIE89-90/Pt 3/124/MFA2.2] Action plan from Annual S157 return [KCSIE] Review efficiency of ‘My Concern’
SAFETY RELATED		
<p>Review: Health and Safety arrangements [HSE Managing for H&S]:</p> <ul style="list-style-type: none"> Presence of H&S policy – communicated & implemented (L) Risk assessments across the MAT (L) Access to competent advice (L) Appropriate training & supervision (L) 	<p>Review:</p> <ul style="list-style-type: none"> Presence of Security and Fire policies [GH6.8.15/6.8.16]. <i>Actual policies reviewed under policy review section as per register</i> Fire risk assessments in schools up to date [GH6.8.16/HSE Managing for H&S]. 	<p>Review:</p> <ul style="list-style-type: none"> First Aid Provision [H&SFA Section 3]: <ul style="list-style-type: none"> Adequate & appropriate equipment & facilities Trained staff – no.s/quals/cover Asbestos management procedures and policies in place

Autumn (late September)	Spring (mid February)	Summer (mid May)
<ul style="list-style-type: none"> Monitoring & review of accidents, incidents & ill health, including lessons learned (L) Sufficient resources to comply with H&S? Control of contractors Comply with H&S scheme of delegation <i>(L) denotes a legal requirement for employers</i>		
INSURANCE/FOOD STANDARDS		
	Review Insurances: [AFH2.38] <ul style="list-style-type: none"> Sufficient insurance arrangements for property [CC] Employer Liability Trustee Indemnity [ART5p] Premises and Contents Public Liability 	Ensure Food standards in line with statutory duties (healthy, popular & compliant with the School Food Standards) [GH3.3.12/DfE SF/MFA2.9-2.11]
PREMISES & RESOURCES		
MAT Property Maintenance and Compliance arrangements [CC]	Review: [AFH2.7/5.22/5.23] <ul style="list-style-type: none"> MAT Asset Management Plan Maintenance, repair and disposal of assets in line with Scheme of Delegation [MFA4.27-4.30] 	Review: Estates Strategy and three-five year premises plan [CC]
Policies – Review and approve ADMAT policies as per the ADMAT Policy register, including equality policies [MFA2.26A/OFF-29], Staff Behaviour Policy [KCSIE-55], Peer on peer abuse [KCSIE 94-95] and Safeguarding & Child Protection [GH6.7.166/KCSIE]		
Sub- Committee Responsibilities		
CEO/EHT Performance Management		
Dismissal		
Grievance		
MAT Complaints		

Severance Details: Ensure staff severance payments are compliant, in the interests of the trust, justified, Vfm and legal [AFH5.8], should not be seen as a reward for failure [AFH5.9], gain EFSa approval when required [AFH5.10], not accept settlement for staff severance payment unless it fits conditions of AFH [AFH5.11], ensure confidentiality clauses do not prevent an individual's right to make disclosures in the public interest [AFH5.12]. **Compensation Payments:** Ensure compensation payments are based on appraisal of facts including legal advice and VFM [AFH5.13] and obtain ESFA's approval for non-contractual/non-statutory compensation payment of £50K or more [AFH3.3.9]. **Ex-Gratia Payments:** Obtain ESFA's approval for ex-gratia payments of any value [AFH5.16-5.17]

FINANCE AND STRATEGIC DEVELOPMENT COMMITTEE TERMS OF REFERENCE & CYCLICAL PLAN v3 2019

Authority (Extract from latest version of the ADMAT Scheme of Delegation)

The Board of Directors hereby resolves to establish a committee of the Board of Directors to be known as the Finance and Strategic Development (FSD) Committee and will cover MAT finance arrangements and strategic growth planning.

The chair and members of the Finance and Strategic Development Committee shall be non-executive members and shall be appointed by the Board of Directors. The chair shall be a non-executive member of the Board of Directors other than its chair. The FSD committee should contain a majority of trustees [AFH1.16].

Directors who are not members of the Finance and Strategic Development Committee should have the right of attendance. The Governance Officer will circulate minutes of meetings of the committee to all members of the Board of Directors.

The CEO in his or her role as Accounting Officer and the CFO will normally attend meetings of the FSD Committee. The Board of Directors shall determine how often the FSD Committee shall meet. The external auditor may request a meeting if he or she considers one necessary.

The Finance and Strategic Development Committee is an advisory body with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the FSD Committee in the conduct of its inquiries.

The FSD Committee is authorised to obtain independent professional advice if it considers this necessary.

Purpose of the FSD Committee

- To scrutinise the decision making of the Accounting Officer, the CFO, the MAT Central Team and the Senior Leadership Team, acting as critical friends to ensure best practice and value for money are fully considered when spending MAT funds.
- Take responsibility for financial affairs to maximise outcomes for pupils [AFH 2.2]
- To link five year strategic growth to effective financial forecasting to ensure MAT economic viability and sustainability is achieved (e.g. over 3 to 5 years).
- To consider the MAT indicative funding, notified annually by the ESFA and assess implications for the MAT in advance of the financial year, drawing any matters of significance or concern to the attention of the MAT BoD and/or LGAB Chairs

- Ensure budget forecasts are compiled accurately, based on realistic assumptions including any provision being made to sustain capital assets, and reflective of lessons learned from previous years [AFH2.9]
- Ensure planning and budgeting process is properly co-ordinated [AFH2.7]
- Ensure discipline is applied to financial management including managing debtors, creditors, cash flow and monthly bank reconciliations [AFH2.7]
- To determine the level of contingency fund or balances to be held by the MAT, ensuring the compatibility of all such proposals with the legal requirements and Trust improvement priorities
- Planning and oversight of capital projects, including affordability [AFH2.7]
- Ensure Propriety, regularity and value for money [AFH2.7] and competitive tendering [AFH2.28]
- Review premises tenders, contracts or projects and make recommendations within constraints of the budget – including SLAs and school meal contracts
- Review: Utilities usage and Utilities providers
- Obtain ESFA approval before borrowing, including finance leases or overdraft [AFH5.32]
- Ensure novel, contentious and/or repercussive transactions referred to ESFA for approval [AFH5.5]
- Obtain ESFAs approval for writing off debts and losses, guarantees, letters of comfort and indemnities beyond limits in AFH [AFH5.18/5.19]
- Obtain ESFA's approval before entering into lease arrangements beyond limits specified in AFH, maintain regularity, propriety and VFM [AFH5.25-5.27]
- If pooling GAG funding, ensure individual needs of academies are met and an appeals mechanism is in place [AFH5.30]
- Notify ESFA within 14 days if the board proposes to set a **deficit revenue budget** for the current financial year which it cannot address after unspent funds from previous years are taken into account [AFH2.17]

Autumn (late September)	Spring (late March)	Summer (late June)
Directors to declare/sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]
Re-elect/Elect Committee Chair and Vice Chair (every 2 years)		
Review: <ul style="list-style-type: none"> Academies Financial Handbook – update [AFH] Funding Agreement Updates – MFA & SFA 	Review: Finance benchmarking data [GH1.2-6-1/GH1.2-6-2]	Review: MAT Improvement Capacity Framework
MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2]	MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2]	MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2]
FINANCE - PRESENT		
Review: <ul style="list-style-type: none"> Income and expenditure against planned budget ensuring compliance with the overall financial plan of the MAT (<i>note management accounts including budget variance and cash flows are available to FSD monthly</i>) [AFH2.18-2.21/MFA2.3/AAD Pt5] Measure current budget against financial KPIs [AFH2.22] Virements and other transactions in accordance with the MAT Financial Regulations and Scheme of Delegation Approval of expenditure of sums over agreed Financial Regulations (any planned expenditure over CEO delegation) 	Review: <ul style="list-style-type: none"> Income and expenditure against planned budget ensuring compliance with the overall financial plan of the MAT (<i>note management accounts including budget variance and cash flows are available to FSD monthly</i>) [AFH2.18-2.21/MFA2.3/AAD Pt5] Measure current budget against financial KPIs [AFH2.22] Virements and other transactions in accordance with the MAT Financial Regulations and Scheme of Delegation Approval of expenditure of sums over agreed Financial Regulations (any planned expenditure over CEO delegation) 	Review: <ul style="list-style-type: none"> Income and expenditure against planned budget ensuring compliance with the overall financial plan of the MAT (<i>note management accounts including budget variance and cash flows are available to FSD monthly</i>) [AFH2.18-2.21/MFA2.3/AAD Pt5] Measure current budget against financial KPIs [AFH2.22] Virements and other transactions in accordance with the MAT Financial Regulations and Scheme of Delegation Approval of expenditure of sums over agreed Financial Regulations (any planned expenditure over CEO delegation)
Receive Finance Director's Report	Receive Finance Director's Report	Receive Finance Director's Report
FINANCE - FUTURE		
Review: <ul style="list-style-type: none"> Income generation for MAT – lettings income, grants, fund raising and sponsorship opportunities, work of PTFA associations <p>Ensure investments are managed cautiously in accordance with AFH restrictions [AFH2.25] and ensure delegation of management of investments to a financial expert [ART5n]</p>	Review/Agree draft budget forecast return (to be submitted to ESFA by 21 May) [AFH2.7/2.15] <i>end of term</i> Agree KPIs for next academic year including MAT central costs [AFH2.22] <i>To enable CFO & CEO to set draft budget</i>	Review balanced budget for financial year (and make recommendations prior to full Board) [AFH 2.7/2.9/2.10 & MFA4.9/4.12] Review a 3-year budget forecast return ready for submission to full BoD (to be submitted to ESFA by 30 July) [AFH2.7/2.15] <i>Ensure budgets in accordance with MFA, AFH,</i>

Autumn (late September)	Spring (late March)	Summer (late June)
		<i>consistent with MAT improvement priorities, appropriate use of GAG funding, accurate, based on realistic assumptions, provision to sustain capital assets, be reflective of lessons learned from previous year, consider funding needs of individual academies if pooling GAG [AFH2.11-2.13 & MFA3.12/3.14]</i>
Ensure: Capital project priorities established and delegation defined, approve recommendations to BoD for further expenditure/bids for capital funding projects [AFH2.7]	Review: Utilities usage and Utilities providers	Review: Premises tenders, contracts or projects and make recommendations within constraints of the budget – including SLAs and school meal contracts
STRATEGY		
Review: IT three year development strategy plan (including integration and efficiency across MAT)	Review: Three-Five Year MAT Strategic Growth Plan – make recommendations to full Board [GH1.2-6-1].	Review; Business disaster recovery/continuity plans following a critical incident [AFH2.36/2.37]
Policies – Review and approve ADMAT policies as per the ADMAT Policy register		
Sub- Committee Responsibilities		
None		

Finance Director Check List

It is recommended that the Trust has a Finance Director; one individual with specific, relevant skills and experience of financial matters. This individual can act as a link between the CFO/CEO and the Trust Board [AFH/GH3.5-36]. The Finance Director will meet with CFO and CEO (Accounting Officer) once a term to cover items in the following checklist as appropriate (not exhaustive) and report back to the FSD & Audit committee (and where or if necessary, the full Board). This is partly because some responsibilities do not lend themselves to being discussed in a meeting. The FSD or Audit committee can request that certain things are looked at in these monthly meetings if something comes up.

No.	Investigation/Scrutiny	Outcome including any challenges raised
EVERY TERM (from AFH) <i>[noting that in some cases there may not be any change from one term to the next but tick to annotate that it was checked]</i>		
1	Scrutinise the monthly management reports in detail [AFH2.18]	
2	Ensure delegated financial authorities are complied with, and segregation of duties maintained [AFH2.7]	
3	Ensure cash is being managed robustly (no being overdrawn) [AFH2.24]	
	Check that there is discipline in financial management, including managing debtors, creditors, cash flow, monthly bank reconciliations & payroll accuracy [AFH2.7]	
4	Measures for managing conflicts of interest, check and report as applicable: <ul style="list-style-type: none"> • Ensure no member, trustee, local governor, employee or related individual or organisation uses their connection to the MAT for personal gain [AFH5.35] • Ensure Chair of the Board and the accounting officer manage their relationships with related parties to avoid real and perceived conflict of interests [AFH5.37] • Ensure all related party contracts & agreements are reported to ESFA in advance [AFH5.40] • Ensure ESFA approval obtained for related party transactions beyond limits specified in AFH [AFH5.40-5.43] • Ensure register of interests to capture relevant business and pecuniary interest of members, trustees, local governors in a MAT and senior employees [AFH5.44] and interests of other individuals as set out in AFH [AFH5.45] • Ensure there are no payments to any trustee unless permitted by the Articles and comply with the terms of any relevant agreement with the SoS [AFH5.35] • Obtain the charity commissions approval for paying a trustee for acting as a trustee [AFH5.35] 	

5	Ensure sufficient disclosure in annual accounts to support the high standards of accountability and transparency of the public sector by recognising that certain transactions with related parties may attract greater public scrutiny and [AFH5.38]	
6	Ensure that funding needs of individual academies are considered if MATs pool the GAG funding , and have an appeals mechanism in place [AFH5.30]	
7	Review tendering (where required) and the signing of contracts including SLAs [AFH2.28]	
8	Check that senior employees payroll arrangement meet HM Treasury's tax requirements [AFH2.33]	
9	Ensure all teachers must have access to teachers pension scheme [MFA2.6]	
10	Ensure all finance staff are appropriately qualified and/or experienced [AFH1.36]	
11	Ensure delegated financial authorities are complied with, and segregation of duties maintained [AFH2.7]	
12	Obtain assurance that information submitted to DfE and ESFA that affects funding is accurate and compliant [AFH3.13/3.14]	
13	Ensure financial management and governance self-assessment for constituent academies joining the MAT are submitted to ESFA [AFH6.6]	
EVERY OTHER TERM ('shoulds' from GH)		
14	Challenge how better value for money be achieved from the budget? [GH3.5-38]	
15	Is the organisation complying with basic procurement rules and ensuring it gets the best deal available when buying goods and services in order to reinvest savings into teaching and learning priorities? [GH3.5-38]	
16	Is the organisation taking <u>full</u> advantage of opportunities to collaborate with other schools to generate efficiencies through pooling funding where permitted, purchasing services jointly and sharing staff, functions, facilities and technology across sites? [GH3.5-38]	
17	Are resources allocated in line with the organisation's strategic priorities? Are the priorities on the Improvement Plan funded? [GH3.5-38]	

18	Is the organisation making best use of its budget, (e.g., by integrating its curriculum planning with its financial planning and using efficiency data to inform decision making)? [GH3.5-38]	
19	Does the organisation have sufficient reserves to cover major changes such as re-structuring, and any risks identified in the budget forecast? [GH3.5-38]	
ONLY WHEN REQUIRED – OTHERWISE ITEMS BELOW WILL BE NOT APPLICABLE (from AFH)		
20	Ensure ESFAs approval is being sought for transactions beyond the trust’s delegated authority [AFH5.1] and be familiar with requirements for seeking approval	
21	Ensure gifts received by the trust have the reason documented and have regard to property and regularity [AFH5.31]	
22	Ensure appropriate mechanisms for receipt and management of donations are established [MFA 1.16]	
23	Ensure novel, contentious and/or repercussive transactions are referred to ESFA for approval [AFH5.5]	
24	Ensure ESFA’s approval is obtained before borrowing, including finance leases and overdraft facilities, in line with this handbook, and only use credit cards for business expenditure [AFH5.32/5.33]	
25	Ensure any PFI funding across the MAT is not pooled [AFH5.29]	
26	Ensure compliance with a Financial Notice to Improve [AFH6.14] and ensure FNtI is published on website if applicable [AFH6.15]	
27	Waive the right to delegated authorities and obtain ESFA approval of those transactions set out in this handbook if the trust has a Financial Notice to Improve [AFH6.17]	
Other areas investigated as requested by full Board, Audit Committee or FSD Committee		
28	Update on any current management letters from RO or external auditors	
Items to be Raised at FSD Committee, Audit Committee or full Board		

AUDIT COMMITTEE

TERMS OF REFERENCE & CYCLICAL PLAN v3 2019

Authority (Extract from latest version of the ADMAT Scheme of Delegation)

The Board of Directors hereby resolves to establish a committee of the Board of Directors to be known as the Audit Committee (Au) Committee and will cover MAT arrangements in all matters relating to financial and procedural accountability, for risk management and for ensuring statutory compliance is completed in line with good practice.

The chair and members of the Au Committee shall be non-executive members and shall be appointed by the Board of Directors. The chair shall be a non-executive member of the Board of Directors other than its chair. The Audit committee should contain a majority of trustees [AFH1.16] and it will not contain any staff Directors [AFH3.9].

Directors who are not members of the Au Committee should have the right of attendance. The Governance Officer will circulate minutes of meetings of the committee to all members of the Board of Directors.

The CEO in his or her role as Accounting Officer and the CFO will normally attend meetings of the Au Committee.

The Board of Directors shall determine how often the Au Committee shall meet. The external auditor may request a meeting if he or she considers one necessary.

The Au Committee is an advisory body with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Au Committee in the conduct of its inquiries.

The Au Committee is authorised to obtain independent professional advice if it considers this necessary.

Purpose of the AU Committee

- To undertake activities as deemed necessary in order to provide assurance to the MAT Board regarding the management and identification of risk, the sound management and control of the Trusts finances and other resources, and the suitability of, and compliance with, the trust's financial systems and operational controls [AFH3.1-3.21].
- Operate as laid out in AFH [AFH3.12]
- Manage risks, including contingency and business continuity planning and maintain a risk register [AFH2.36/2.37]
- Oversee the controls and risks at constituent academies [AFH3.8]
- Ensure independent checking of financial controls, systems, transactions and risks [AFH2.7/3.1-3.21]
- Must direct a programme of internal scrutiny to provide independent assurance to the Board [AFH3.1/3.8]
- Have regard for the principles of internal scrutiny as laid out in AFH [AFH3.15]
- Identify on a risk-basis (with reference to the risk register), the areas to be reviewed each year [AFH3.3]
- Implement reasonable risk management audit recommendations [AFH2.40]
- Be aware of the risk of fraud, theft and irregularity and address it with proportionate controls and appropriate action [AFH6.9]
- Ensure effective controls for managing within available resources efficiently and ensuring regularity, propriety and value for money [AFH2.2/GH1.2-6-2]
- Recognise that certain transactions with related parties may attract greater public scrutiny and require sufficient disclosure in annual accounts to support the high standards of accountability and transparency of the public sector [AFH5.38]
- Show that public funds have been used as intended by Parliament [AFH2.27]
- Provide information, at DfE's request, to aid consolidation into the sector annual report and accounts [AFH4.9]
- Provide ESFA with **access** to all books, records, information, explanations, assets and premises to assist ESFA with its audits [AFH6.4]
- Ensure that information submitted to DfE and ESFA that affects funding is accurate and compliant [AFH3.13/3.14]
- Co-operate with NAO and provide help, information and explanation as is reasonable and necessary [AFH6.25]
- Provide ESFA with access to all books, records, information, explanations, assets and premises to assist ESFA with its audits [AFH6.4]
- Ensure retention of all records necessary for at least 6 years after end of period to which funding relates [AFH6.5]
- Provide ESFA or its agents with information of sufficient quality to meet the purposes for which it has been requested [AFH2.49]
- Notify ESFA of any fraud or theft over £5,000, individually or cumulatively, or of any value where the fraud is unusual or systematic [AFH6.10]

Autumn (end November)	Spring (Mid Spring)	Summer (mid to late June)
Directors to declare/sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]	Directors to declare/ sign: Pecuniary Interests [AFH5.35]
Re-elect/Elect Committee Chair and Vice Chair (every 2 years)		
Risk Management/Improvement		
Review [GH1.2-6-1/GH3.5-38/AFH2.6/AFH2.36-2.40]: <ul style="list-style-type: none"> MAT Risk Register – finance & strategy risks Oversight of risks at each school [AFH3.8] Identify on a risk-basis the areas for review (each year) [AFH3.3] and direct a programme of internal scrutiny [AFH 3.1/3.8] <i>*Note the elements that scrutiny must focus on [AFH3.2], how the committee must operate [AFH3.12] and the principles of internal scrutiny [AFH3.15/2.6/2.7] Report findings to all trustees at full Board [AFH3.16]</i>	Ensure DPA 2018 and GDPR Compliance [GH6.14.5/GDPR]: <ul style="list-style-type: none"> Ensure that all personal data held across MAT has been reviewed & the reason the information is needed is known and used; Assurance that the schools have an effective process to respond to a suspected data breach in a timely and correct manner; Ensure all staff have received training and have the resources to ensure GDPR compliance to reduce the risk of data breaches; Ensure central staff practices are being reviewed regularly and that staff are implementing the relevant policies with regard to data protection.	Review [GH1.2-6-1/GH3.5-38/AFH2.6/AFH2.36-2.40]: <ul style="list-style-type: none"> MAT Risk Register – finance & strategy risks Oversight of risks at each school [AFH3.8] Identify on a risk-basis the areas for review (each year) [AFH3.3] and direct a programme of internal scrutiny [AFH 3.1/3.8] <i>*Note the elements that scrutiny must focus on [AFH3.2], how the committee must operate [AFH3.12] and the principles of internal scrutiny [AFH3.15/2.6/2.7] Report findings to all trustees at full Board [AFH3.16]</i>
MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2] – discuss new priorities for next year	Governance Review – select area to look at this year [see suggested areas under Annual Governance Audit list below]	MAT Improvement Plan (allocated priorities) [GH1.2-6-1/1.2-6-2] – progress on last priorities
Review: <ul style="list-style-type: none"> MAT Improvement Capacity Framework Academies Financial Handbook – update [AFH] Funding Agreement Updates – MFA & SFA Latest ESFA Guidance Changes 		
Finance		
Receive Finance Director's Report	Receive Finance Director's Report	Receive Finance Director's Report
Review Debt report [AFH2.7] (if applicable)	Review Debt report [AFH2.7] (if applicable)	Review Debt report [AFH2.7] (if applicable)
	Ensure sufficient measures to manage conflicts of interest, even-handedness in relationships with related parties, and ensure goods or services provided by them are at no more than cost, beyond the limits specified in this handbook [AFH5.35-5.37/AAD6.6/GH4.7.1-67/CAct 175-177] <i>Refer to Finance Director report</i>	Review/approve a written scheme of delegation of financial powers [AFH2.4].

Autumn (end November)	Spring (Mid Spring)	Summer (mid to late June)
Internal Audit		
Review: Arrangements for appointment / reappointment of external provider for annual Responsible Officer Report – recommend to BoD [AFH2.7] <i>Earlier so that external provider can be booked</i>	Investigate: Areas highlighted by BoD that may threaten or adversely affect the MATs reputation or compliance with law/regulations [AFH3.1/3.6]	Latest Responsible Officer Report [AFH2.6/2.7/CC8]
Prevent Fraud/Theft: <ul style="list-style-type: none"> Be aware of the risk of fraud, theft and irregularity and ensure it is addressed with proportionate controls and appropriate action [AFH2.2/6.9] Ensure ESFA is notified of any fraud or theft over £5K, individually or cumulatively, or of any value where the fraud is unusual or systematic [AFH2.7/6.10] 	Receive Audit Checklist [AFH various] Receive assurance that public funds have been used as intended by Parliament [AFH2.27], that MAT has full responsibility for financial affairs and is using resources efficiently [AFH2.2]	Ensure all findings from the trust’s internal scrutiny programme available to all trustees promptly, and provide the findings to ESFA on request [AFH3.16]
External Audit		
Receive External Auditor’s report [MFA4.21/AAD Pt4/CC8] Review findings of the external auditors findings and ensure appropriate, reasonable and timely response, taking opportunities to strengthen financial management and control [AFH4.16/AAD Pt4] and ensure Auditor’s conclusions on regularity, propriety & compliance are addressed [AFH4.15]	Review external auditors findings and ensure appropriate, reasonable and timely response, taking opportunities to strengthen financial management and control [AFH4.3.1/AAD Pt4] and ensure Auditor’s conclusions on regularity, propriety & compliance are addressed [AFH4.15]	Review findings of the external auditors findings and ensure appropriate, reasonable and timely response, taking opportunities to strengthen financial management and control [AFH4.16/AAD Pt4] and ensure Auditor’s conclusions on regularity, propriety & compliance are addressed [AFH4.15]
Advise on minimum and optimum level of internal and external audit arrangements for next financial year, taking account of compliance requirements & financial advice – report to BoD [AFH4.13/3.1-3.21]	Check any information for submission, at DfE’s request, to aid consolidation into the sector annual report and accounts [AFH6.9-6.13]	Ensure: Trustees Annual Report for external audit is completed and any other reports or financial statements of the Trust for filing in accordance with Companies Act and Charity Commission requirements.
		Ensure regularity, propriety, value for money & compliance [AFH 1.13, 1.27, 1.28, 1.29, 2.7] (to be included in governance statement at annual accounts [AFH 1.31/MFA4.2]) – report to BoD
Policies – Review and approve ADMAT policies as per the ADMAT Policy register		
Sub- Committee Responsibilities		
None		

AUDIT CHECKLIST [ANNUAL]

Once a Year – Governance Officer/CEO to complete this Audit Checklist once a year and submit to the Audit Committee		
1	Assurance from governance officer that DfE via GIAS have been notified within 14 days of appointment or vacating of positions of member, trustee, local governor, Chairs, accounting officer, CFO and headteachers [AFH2.51-2.55/MFA1.24]	
2	Ensure the board of trustees meets at least three times a year, and conducts business only when quorate [AFH2.3]	
3	Ensure committees contain a majority of trustees [AFH1.16]	
4	Ensure Board does not have de facto trustees or shadow directors [AFH1.18]	
5	Ensure the MAT does not have employees as members unless permitted in articles [AFH1.4]	
6	Ensure Compliance with [AFH1.12/MFA4.3] <ul style="list-style-type: none"> • Charitable Objects • Duties as Company Directors/Company Law • Charity Law • Funding Agreements • Latest AFH 	
7	Website Compliance: Obtain assurance from governance officer that all trust governance arrangements are transparent and published on websites including structure of governance including scheme of delegation; registers of Directors, Members & local governors; pecuniary interests; attendance registers, accounts, Trust reports [AFH4.4/2.48/GH3.10.8/9/11] Include publishing relevant business and pecuniary interests of members, trustees, local governors and accounting officer [AFH2.48 & 5.47]	
8	Confirm, in preparation for the governance statement, how the board has maintained effective oversight if meeting less than six times a year [AFH2.3]	
9	That all Members, Directors and Governors have adhered to the seven principles of public life [AFH]	
10	Confirm records retained for 6 years [AFH6.5]	

ANNUAL GOVERNANCE REVIEW [AUDIT FUNCTION]

It is a requirement for the Board to adhere to a number of “musts’ in the AFH. Some of these “musts” are covered in the cyclical plans for various full Board or committee meetings, or in the Finance Directors or Audit checklist. However, there are a number of “musts” or “should” that lend themselves more appropriately to being looked at during a governance review. It is also important that an audit of the Directors committees and LGAB’s effectiveness is carried out. A couple of Directors need to be on point with this, with assistance from the Governance Officer and will report to the full Board.

No.	Requirement	Outcome/Evidence
1	Do the Trustees have the skills, knowledge and experience to run the trust [AFH1.1/CAct174]	
2	Have the Trustees maintained a robust oversight of the academy trust [AFH2.1]	
3	Identify skills and experience, and address gaps through recruitment or training [AFH1.19]	
4	Assess the effectiveness of the Trust’s governance with an external review or an internal review (use of 21Qs or other tools)	
5	Assist with the composition of the governance statement for the annual reports	
6	Do Director level committees achieve their responsibilities effectively?	
7	Are LGABs being effective at improving standards in their schools? This includes challenging at meetings, supporting and holding Heads to account and conducting appropriate visits that have a clear purpose with regard to safeguarding, school improvement, monitoring the curriculum and the like?	
8	Liaise with Governance Officer regarding governance issues across the MAT	
9	Other matter as directed by Audit Committee or full Board	
10	Other?	

LOCAL GOVERNING ADVISORY BOARD CYCLICAL PLAN 2019-2020 v5

Authority (Extract from the most recent ADMAT Scheme of Delegation)

The Board of Directors hereby resolves to establish a committee(s) of the Board of Directors to be known as Local Governing Advisory Board Committee(s) (LGAB) and will cover MAT arrangements in delegated matters relating to individual school settings. It will also cover Church Foundation development where appropriate. The chair and members of the LGAB Committee(s) shall be appointed by the Board of Directors.

Directors who are not members of LGAB Committee(s) should have the right of attendance. The Governance Officer will circulate minutes of meetings of the committee(s) to all members of the Board of Directors.

The CEO will not normally attend LGAB Committee meetings. This responsibility is delegated to the individual school Executive Head Teacher or Head of School as appropriate.

The Board of Directors shall determine how often the LGAB Committee(s) shall meet. The external auditor may request a meeting if he or she considers one necessary. The LGAB Committee(s) is an advisory body with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the LGAB Committee(s) in the conduct of its inquiries.

Conditions

- Members of the LGAB are not, and nothing within this document is intended to make them, charity trustees within the terms of section 97(1) of the Charities Act 1993.
- Each Local Governor shall act in the best interests of the MAT and school at all times.
- Each Local Governor must keep confidential all information of a confidential nature obtained by them relating to the school and the MAT. No papers circulated in the course of duties as a Local Governor should be passed to any third party (excepting the Head Teacher/Head of School who may need to do so in the course of his/her professional duties).
- The Trust reserves the right to withdraw some or all of the delegated powers from the LGAB, to add to the LGAB's number, or extremis, to disband the LGAB; this is deemed undesirable and highly unlikely in view of the LGAB selection process.
- Each Local Governor is required to take part in formal training provided or suggested by ADMAT and to take advantage of on-going support from their Head Teacher/Head of School and ADMAT staff, including the Governance Officer.

Purpose of the Local Governing Advisory Boards

- The Local Governing Advisory Boards (LGAB) enable independent oversight of the activities and direction of each school. It provides guidance, support and acts as a critical friend offering challenge to the leadership team when appropriate. It is responsible for setting and agreeing policies and procedures as delegated within the ADMAT framework.
- LGAB ensure the school functions well and maintains the proper range of academic and social objectives.
- Ensure the school is encouraging the development of healthy, active lifestyles by using the PE and sport premium for primary schools to fund additional and sustainable improvements to the provision of PE and sport [GH3.3.12]
- Ensure that key duties are undertaken effectively across the school such as safeguarding, inclusion, special education needs and disability (SEND), and monitoring and oversight of the impact of pupil premium and other targeted funding streams [GH1.2-6-5]
- Ensure decisions have been made with reference to external evidence, for example, in determining pupil premium spending decisions. Determine if the current approaches are working and ascertain how the impact of decisions and interventions are monitored using appropriate tools [GH3.3.12]
- Ensure communications with parents and carers are clear in supporting them to understand the structure of the school, how it operates, and how they can support their child's education [GH2.4.15/GH6.5.3-96]
- Ensure the school listens to the views of pupils and parents [GH3.3.12]
- Ensure the school listens to the views of staff, and ensure work/life balance, reviewing and streamlining unnecessary workload whilst maintaining high standards [GH3.3.12]

The Church's vision for education reaches beyond Church of England schools; it offers a compelling vision for the education of children and young people in community and church schools. It aims to deliver excellence in education and the very best outcomes for children and young people so that they can achieve their fullest potential. The unequivocal message is that academic rigour and the wellbeing of pupils are equally important – a good education must promote life in all its fullness. In order to ensure the continuing close relationship between the Church School and its local church and community, it is a requirement that Church of England Academies in Community-led MATs have local governance (individual board, Ethos Committee or 'hub') where Foundation Governors are the minority or majority.

FULL LGAB MEETINGS

One meeting to take place in the second half of each term preferably before the full Board of Directors meeting. Governance Officer in attendance to minute the meeting and to assist, where possible, with 2-way communication. Red is church school specific.

AUTUMN	SPRING	SUMMER
Governors to declare/sign: Pecuniary Interests [AFH5.35]	Governors to declare/ sign: Pecuniary Interests [AFH5.35]	Governors to declare/ sign: Pecuniary Interests [AFH5.35]
Elect Chair and Vice Chair [GH1.2-6-3/4.3/4.3.1] if applicable	Set term dates [DfE Att pg15]	
Annual Signatures/Paperwork		
HoS/HT Report	HoS/HT report	HoS/HT Report
Improvement Plan & Data Analysis [GH1.2.6-1/2&GH3.4.1-19/OFF-29]	Improvement Plan & Data Analysis (inc attainment, progress, PPG, GDS) [GH1.2.6-1/2&GH3.4.1-19/GD3.3.12/OFF-29]	Improvement Plan & Data Analysis (inc attainment, progress, PPG, GDS) [GH1.2.6-1/2&GH3.4.1-19/GD3.3.12/OFF-29]
School Risks [AFH2.36-2.40/GH1.2-6-1]	Review: [GH1.2-6-1/GH2.1.2/ART4/OFF-29] Vision/Ethos (inc church ethos/collective worship) Positive Learning Culture Review Christian character and distinctiveness	Curriculum including extra-curricular provision (sports, arts and voluntary activities) [MFA2.22/CL/ART4/EdA02,s78/GH2.2.5/GH3.3.12/OFF-29] <i>(Include assurance that information about curriculum is published on website [MFA2.23] – see notes below)</i>
SIAMS	SIAMS	SIAMS
Safeguarding/SCR/KCSiE including any changes [KCSiE/ GH1.2-6-5/ 3.3.12/ 6.5.3-96/ 6.7/OFF-29]	Safeguarding/SCR [KCSiE/ GH1.2-6-5/ 3.3.12/ 6.5.3-96/ 6.7/OFF-29]	Safeguarding/SCR [KCSiE/ GH1.2-6-5/ 3.3.12/ 6.5.3-96/ 6.7/OFF-29] Safeguarding Audit Action Plan [KCSiE]
Attendance/Discipline/behaviour/Exclusions [GH3.3.12/MFA2.20/DfE Att/OFF]	EYFS statutory framework [GH6.4.10-51/OFF-32]	Review SEND and agree SEND local offer [GH1.2-6-5/ GH6.4.11]
Review and ensure correct Admission arrangements [see notes and references below] <i>[Note admissions Authority is the An Daras Trust but the checking of each individual school arrangements is delegated to each LGAB and the Trust will be responsible for arranging/providing for an appeal (independent appeal panel) as necessary][SAC15f]</i>	Pre-School – compliance, issues [OFF] <i>if applicable</i> Pupil Voice [GH6.8.2-190/191] Parental Views & Engagement [GH2.4.15/OFF-29]	Staff Matters [GH3.3.12/OFF-29]: <ul style="list-style-type: none"> Views of staff (survey/feedback) Monitor welfare & workload, work/life balance Skills & Training [AFH1.19]
Working group 1 feedback	Working group 2 feedback	Working group 3 feedback

Visit feedback	Visit feedback	Visit feedback
AOB including Chair's feedback from meeting with CEO	AOB including Chair's feedback from meeting with CEO	AOB including Chair's feedback from meeting with CEO
Date of Next Meeting	Date of Next Meeting	Date of Next Meeting

Include items below – either at meeting or via safeguarding governor's visit/report

- Safeguarding Policy Amendments/Approval [KCSIE-55]
- Ensure correct level of information to temporary staff & volunteers [KCSIE-57]
- Ensure all safeguarding related policies are known and implemented [KCSIE-58]
- Ensure designated safeguarding lead, cover & training [KCSIE 59-65/Annex B]
- Ensure timely and appropriate information sharing [KCSIE 72-77]
- Ensure all staff are appropriately trained [KCSIE 81-83]
- Designated teacher for looked after pupils [KCSIE 101]

Note KCSIE requires a lead governor/trustee in safeguarding [KCSIE-53]

For Admissions, ensure:

- Admission arrangements are compliant with DfE School Admissions Code and the Education Act 2002
- Approve admission arrangements annually [SAC15b].
- Consultation on admission arrangements (if changes from previous year (less increase to admission numbers) or once every 7 years [SAC15b/1.42]. Note that for Church of England Schools, the Diocese direct that this is to be done annually
- Consultation for minimum of 6 weeks between 1 Oct – 31 Jan [SAC15b/1.43]
- Admission arrangements determined by 28 Feb [SAC1.46]
- Copy sent to LA by 15 March [SAC1.47]
- Allocated places are not determined by one person but by an 'admissions committee' [SAC2.7]

Information to publish on website about curriculum should include content, approach, how parents can find out more, name of phonics & reading schemes at KS1.

Ensure opportunities in curriculum to teach safeguarding related aspects [KCSIE 85-87]

WORKING GROUPS AND VISITS

These activities take place before the full LGAB meeting each term. Governors split up to take part in a working group (no clerk), or conduct a visit, or attend training, or conduct other activities such as performance management or interviewing as required. The more governors there are, the more these tasks can be shared out and governors in small LGABs will need to be prepared to do more than one task. The governors then report back to the rest of the governors at the full meeting to minute outcomes of the working groups or visits, including any follow up actions or challenges. The areas below under each working group are part of the cyclical plan for governors and must be covered, but other areas can be covered in addition such as ethos, vision, data, staff well-being etc.

AUTUMN	SPRING	SUMMER
Working group 1 – min. 2 governors School Policy Reviews as per register Admissions Discuss next improvement plan	Working group 2 – min. 2 governors Website compliance On-line safety [KCSIE-84/Annex C] Data protection/GDPR [GH6.14.5]	Working group 3 – min. 2 governors PPG impact and provision for next year, & ensure it is published on website [MFA2.13/GH1.2-6-5/GH6.6.3-(145-150)] PE impact and provision for next year [GH3.3.12/GH6.6.3-152/GH6.4.12] Draft governor impact statement
Visits [GH3.4.2-34] Must include safeguarding and a priority from the improvement plan. Other areas as required	Visits [GH3.4.2-34] Must include safeguarding and a priority from the improvement plan. Other areas as required	Visits [GH3.4.2-34] Must include safeguarding and a priority from the improvement plan. Other areas as required
PM/Recruitment as required – 1 governor	PM/Recruitment as required – 1 governor	PM/Recruitment as required – 1 governor

Guidance on Visits

Boards need to know their school if accountability is going to be robust and their vision for the school is to be achieved. Many boards find that visiting their school(s), particularly during the day, is a helpful way to find out more about the school, its staff and students. Through pre-arranged visits that have a clear focus, the board can see for themselves whether the school is implementing their policies and improvement plans and how they are working in practice. Visits also provide an opportunity to talk with pupils, staff and parents to gather their views; though are unlikely to be sufficient for these purposes [GH3.4.2-34]

Boards are not inspectors and it is not their role to assess the quality or method of teaching or extent of learning. They are also not school managers and should make sure they do not interfere in the day-to-day running of the school. Both are the role of executive leaders. If boards wish to spend time within a classroom, they need to be very clear why they are doing so [GH3.4.2-35]