

# Northern Education Trust Board and Committees

## Terms of Reference October 2016



### The Trust Board

#### Quorum

- The quorum necessary for the transaction of business shall be 3 Trust Board members present in person or by telephone.

#### Frequency of Meetings

- The Trust Board shall meet at least three times a year at appropriate times and otherwise as required.

#### Minutes

- The Trust Secretary or their nominee shall act as the Secretary of the Board.
- The Secretary shall minute the proceedings and resolutions of meetings of the Board.
- Draft minutes of the Board meetings shall be circulated and, once agreed, to all members of the Board. Minutes will be made publicly available unless the press and public are excluded for reasons of commercial sensitivity or personal information.

#### Notice of Meetings

- Meetings of the Trust Board shall be called by the Trust Secretary at the request of the Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend, giving 7 working days' notice.

### Terms of reference

- Approval of the Trust's mission, strategy and long term business plans;
- Approval of the Key Performance Indicators;
- Approval of systems of control and accountability, including financial and operational controls and risk assessment; and procedures for handling internal grievances and managing conflicts of interest;
- Monitoring of the Trust's performance against approved plans and KPIs;
- To agree constitutional matters, including procedures where the Board has discretion;
- To hold at least three Board meetings a year;
- To appoint or remove the Chair and Vice Chair;
- To establish the committees of the Board and their terms of reference;
- To appoint the Chair of any committee;
- To appoint, suspend or remove a Board member;
- To decide which functions of the Board will be delegated to committees, groups and individuals, including the Chief Executive;
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Board is necessary;
- To approve the strategic budget plan and the formal budget plan of the financial year;
- To keep the Health and Safety Policy and its practice under review and to make revisions where appropriate;
- To review the delegation arrangements annually.
- Approve Policies generally

## The Role of the Chair of the Trust Board

- Provide leadership to the Trust, ensuring that its business is carried out efficiently and that Trustees exercise collective responsibility.
- Ensure that the Board sets a strategy, vision and values appropriate to its objectives.
- Ensure that the Board sets policies, defines goals and sets targets to deliver its objectives and that they are implemented and that performance against them is monitored.
- Ensure that the reputation of the Trust is safeguarded.
- Ensure that the Board oversees the financial stability of the Trust and that the Trust meets all its statutory obligations.
- Ensure arrangements are in place for the evaluation of the performance of the Trust Board, its sub-committees, and the Chief Executive.
- Ensure that Trustees recognise the distinction between governance and executive leadership and management and demonstrate this in the conduct of Trust business so that the Board focuses on strategy, performance and accountability.
- Ensure that the business of the Board is conducted properly and effectively, in accordance with the Code of Conduct and legal and regulatory requirements. Ensure the provision of accurate, timely and clear information to Trust Board members.
- Together with the Chief Executive ensure the Trustees and the Leadership Team work together effectively.
- Ensure effective communication with staff, parents and pupils, the public and other stakeholders.
- Together with the Chief Executive to represent the Trust and Board to the Secretary of State, key officials within the DfE and the EFA and other significant stakeholders.
- Together with the Chief Executive to advocate to the Secretary of State, DfE, EFA and other significant stakeholders the values, mission, key achievements and concerns of the Trust.
- Act as an ambassador for the Trust, promoting its key values and vision, at a local, regional national and international level.
  
- In the event that the Chair is unavailable to carry out the duties set out above then the Vice Chair will automatically assume those duties.

## The Role of the Trust Secretary

- To work effectively with the Chair of the Board, the other Board members and the Chief Executive to support the Board;
- To advise the Board on constitutional and procedural matters, duties and powers;
- To convene meetings of the Board;
- To attend meetings of the Board and ensure minutes are taken;
- To maintain a register of members of the Board and report vacancies to the Board;
- To give and receive notices in accordance with relevant regulations;
- To perform such other functions as may be determined by the Board from time to time.

## Delegated Authority

### That the Chief Executive be delegated the following duties and powers:

- To act on behalf of the Trust in respect of the central budget and earmarked funding;
- To exercise responsibility for managing and controlling expenditure allocated by the Trust and to exercise discretion in the virement of monies between budgets within the total budget allocation for a financial year;
- To exercise responsibility for determining fees and expenses for the provision of Services in accordance with the Trust policies where they apply;
- To exercise responsibility for making applications for external funding for projects;
- To exercise control over the use of the Trust premises;
- To exercise responsibility over the requirements for Health and Safety matters in accordance with the policies of the Trust.

### That the Finance Director be delegated the following duties and powers

The Director of Finance is accountable to the Board and the Chief Executive for the strategic development and operational management of the Trust's financial control systems. S/he is, with the Chief Executive, responsible for ensuring that the statutory accounts of the Trust are prepared in accordance with the Academies Financial Handbook.

The Director of Finance ensures that, on behalf of the Chief Executive, the Trust has in place systems and structures to meet its statutory and legal responsibilities relating to finance, financial management and financial controls. He ensures the Trust has in place Standing Orders and Standing Financial Instructions, including a Scheme of Delegation, which takes responsibility for the financial management aspect of internal controls.

## Achievement & Climate Committee

### Membership

- Members of the Achievement and Climate Committee shall be appointed by the Board and shall be made up of at least 3 members. Additionally, up to two external co-opted members may be appointed.
- Only members of the Achievement and Climate Committee have the right to attend Achievement and climate Committee meetings. However, other individuals such as the Chief Executive, Directors of Academies and other individuals (including representatives of academies) may be invited to attend all or part of a meeting as and when appropriate, but not vote.
- Appointments to the Achievement and Climate Committee shall be for a period of up to three years, which may be extended for further periods.
- The Board shall appoint the Chair of the Committee.

### Quorum

- The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

### Frequency of Meetings

- The Committee shall meet at least three times a year at appropriate times and otherwise as required.

### Minutes

- The Trust Secretary or their nominee shall act as the Secretary of the Committee.
- The Secretary shall minute the proceedings and resolutions of meetings of the Committee.
- Draft minutes of the Committee meetings shall be circulated and, once agreed, to all members of the Committee. Minutes will be made available to all academies within the Trust.

### Notice of Meetings

- Meetings of the Trust Board shall be called by the Trust Secretary at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

### Role of the Chair of the committee

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

## Terms of Reference

- Consideration of the evidence in meeting the Key Performance Indicators set by the Trust and to hold the Leadership Team, whether Central Team or Academy, to account.
- Consideration of evidence about the academic attainment and progress of students over time
- Consideration of the evidence about attendance and behaviour of students
- Consideration of evidence about the quality of teaching and learning provided to students
- Consideration of the evidence about the range and quality of extra-curricular provision experienced by students
- Consideration of the quality of provision for staff development and its impact upon the quality of provision
- To consider the views of parents and students about the quality of provision
- To consider on behalf of the Trust Board the overall human resources strategy.
- To agree key personnel and staff development policies which form part of that strategy.
- To monitor the effectiveness of the Trust's human resources strategy.
  
- Consideration and approval of the curriculum and extra curriculum provision and the teaching and support staff resources required to deliver the entitlement curriculum in the academies
- Consideration and approval of the of the Academies Improvement Plans – short and medium term
- The consideration of the general view of the condition and suitability for learning of the academies buildings and sites and consideration of the quality of premises and the learning environment;
- To review the procedures for risk assessment of health and safety matters in academies and to ensure that Health and Safety issues are appropriately prioritised for action;
- To establish and review a Performance Management policy for all staff;
- Consideration and approval of the of the plans to develop and support the professional development of all staff, alongside the resources required

## Other Matters

The Achievement and Climate Committee shall:

- Have access to sufficient resources (expenditure above £500 shall require Board approval) in order to carry out its duties, including access to the Trust Secretary for assistance as required;
- Give due consideration to the Ofsted Evaluation Framework and the published policies of the Secretary of State;
- Oversee any investigation of activities which are within its terms of reference;
- Arrange for periodic reviews as part of the overall Board and Achievement and Climate Committee evaluation process, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## Corporate Coordination & Scrutiny Committee

### Membership

- Members of the Corporate Co-ordination & Scrutiny Committee shall be appointed by the Board and shall be made up of at least three members including the Chairs for the Trust Board and its other sub-committees. Additionally, up to two external co-opted members shall be appointed.
- Only members of the Corporate Co-ordination & Scrutiny Committee have the right to attend the meetings. However other individuals such as the Chief Executive, Chief Operating Officer

and other individuals (including representatives of academies) may be invited to attend all or part of a meeting, but not vote.

- Appointments to the Corporate Co-ordination & Scrutiny Committee shall be for a period of up to three years, which may be extended for further periods.
- The Chair of NET will be the Chair of the Corporate Co-ordination & Scrutiny Committee.

#### **Quorum**

- The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

#### **Frequency of Meetings**

- The Committee shall meet at least three times a year at appropriate times and otherwise as required.

#### **Minutes**

- The Trust Secretary or their nominee shall act as the Secretary of the Committee.
- The Secretary shall minute the proceedings and resolutions of meetings of the Committee.
- Draft minutes of the Committee meetings shall be circulated and, once agreed, to all members of the Committee. Minutes will be made available to all academies within the Trust.

#### **Notice of Meetings**

- Meetings of the Trust Board shall be called by the Trust Secretary at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

#### **Role of the Chair of the committee**

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

### **Terms of Reference**

#### **Strategic role**

- Co-ordination between the Achievement and Climate Committee and the Audit and Risk Committee on items of significant overlap between them in order that an aligned view is taken on all issues of organisational significance prior to final consideration and sign off of issues by the Board.
- Consider matters of urgency where a corporate view is required in between Board meetings
- Consider impact of changes in policy by government, DFE, EFA and Ofsted and formulate the Trusts responses to the same
- Formulate outline strategies, policies and plans for the Trust overall i.e. consider draft business plan prior to submission to the Board
- Agree which requests for academies to join the Trust should be agreed in outline and then receive and approve detailed business cases / due diligence information prior to formal agreement for new academies to join the Trust once reviewed by the Audit and Risk Committee.
- Agree major restructures of academies / groups of academies within the Trust to ensure the strategic impacts of these are fully consider prior to implementation
- Agree all matters in relation to the remuneration of Trustees and Officers that are not delegated to the Chief Executive by the Board / Scheme of Delegation
- Agree the communications and recruitment strategies for the Trust
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#### **Finance role**

- To consider/approve Trust/Academy annual budgets and three year plans making recommendations where necessary
- To consider/approve Trust/Academy capital funding
- To hold Academy Principals and Chairs of Governing Boards to account for financial planning and performance
- To recommend to the Trust, the adoption of a three-year business plan and annual budgets.
- To review arrangements for securing value for money, solvency and safeguarding of assets.
- To investigate, or commission investigations into, variations in financial performance from budgeted targets.
- To consider in detail reports from the Chief Executive on issues related to assets, liabilities and capital.

### Scrutiny role

- To maintain an overview of the Trust's performance management arrangements.
- To review selected aspects (both policy development and operation) of the Trust's programmes of improvement.
- To review selected aspects of the Trust's systems and organisational effectiveness.
- To consider the progress in implementing the Trust 3-year business plan against the measures of success.
- To make recommendations to the Trust Board and/or the Executive as appropriate.
- To review progress on recommendations made.

### Other Matters

- Appointment of CEX, Chief Operating Officer and Directors of the Trust
- Consideration of Stakeholder engagement strategy and feedback from same in order to determine corporate direction
- The Corporate Co-ordination & Scrutiny Committee is authorized to seek any information it requires from employees of the Trust in order to perform its duties
- To obtain, at the Trusts expense, outside legal or other professional advice on any matter within its terms of reference
- To call any employee to be questioned at a meeting of the Corporate Co-ordination & Scrutiny Committee as and when required.

### Audit & Risk Committee

#### Membership

- Members of the Audit and Risk Committee shall be appointed by the Board and shall be made up of at least 3 members. Additionally, up to two external co-opted members may be appointed provided there is not an even number of members.
- A majority of all members of the Audit and Risk Committee shall have recent and relevant financial experience. The Chair may not be a member of any other sub-committee.
- The Board shall appoint the Audit and Risk Committee Chair.
- Only members of the Audit and Risk Committee have the right to attend Audit and Risk Committee meetings. However, other individuals such as the Chief Executive, Finance Director and other individuals (including representatives of external advisers) may be invited to attend all or part of any meeting as and when appropriate, but not vote.

- The external auditors will have a right to attend meetings of the Audit and Risk Committee on a regular basis.
- The internal auditors may attend by invitation.
- Appointments to the Audit and Risk Committee shall be for a period of up to three years, which may be extended for further blocks of three years.

#### **Quorum**

- The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

#### **Frequency of Meetings**

- The Committee shall meet at least three times a year at appropriate times and otherwise as required.

#### **Minutes**

- The Trust Secretary or their nominee shall act as the Secretary of the Committee.
- The Secretary shall minute the proceedings and resolutions of meetings of the Committee.
- Draft minutes of the Committee meetings shall be circulated and, once agreed, to all members of the Committee. Minutes will be made available to all academies within the Trust.

#### **Notice of Meetings**

- Meetings of the Trust Board shall be called by the Trust Secretary at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

#### **Role of the Chair of the committee**

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

### **Terms of reference**

#### **Role**

- The role of the Audit & Risk Committee is to maintain an oversight of the Trust's governance, risk management, internal control and value for money (vfm) framework. It will report its findings annually to the Board and the Chief Executive as a critical element of the Trust's annual reporting requirements.
- The Audit Committee has no executive powers or operational responsibilities/duties.

#### **Internal Control**

- The Committee shall ensure that the internal control systems, including audit activities, of the Trust and any of its subsidiaries is monitored actively, independently and objectively in order to:
  - improve the effectiveness of the Trust's internal controls
  - reinforce the independence and effectiveness of the internal audit function
  - provide a sounding board for Trust management on issues of concern in connection with the Trust's internal control systems
  - advise on the reliability of the Trust's information systems and processes
  - review Trust financial statements and budgets (Revenue & Capital)
  - Advise the Trust Board and CCSG on the appointment of internal and external auditors and providers of key financial systems i.e. Bank and General Ledger

- o Approve/consider procurement recommendations in line with Financial Regulations
- o underpin the objectivity and independence of the external auditors
- o increase stakeholder confidence in the objectivity and fairness of the Trust's financial reports and in the quality of the Trust's corporate governance.
- To provide a medium of communication from the Trust's auditors to the Trust, which is seen to be independent of Trust management.
- To ensure that financial transactions are undertaken in accordance with the Trust's financial regulations.

### **Risk Management and Value for Money Framework**

The Audit and Risk Committee shall:

- To act as the Trusts Risk Management Group
- report on value for money of the Trust on a regular basis taking into account relevant comparator review the timeliness of, and reports on, the effectiveness of corrective action taken by the Trust's management;
- Review and approve the statements to be included in the annual report concerning internal controls and risk management, prior to consideration by the Board;
- Receive reports from external bodies for example the Education Funding Agency and National Audit Office, and consider any issues raised along with management responses and action plans; and
- Review the Trust's codes of conduct, ethics and related corporate responsibility policies and how these are communicated and monitored.
- To review staff pension arrangements

### **Whistleblowing**

The Audit and Risk Committee shall:

- Review the adequacy and security of the Trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;

### **Delegated Authority**

- The Audit Committee is a Committee of the Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.
- The Audit Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Chief Executive and/or Chair of the Trust. However, the Audit Committee may not incur expenditure in excess of £5,000 in doing so without the prior approval of the Board.

### **Local Governing Boards (including transition boards and academy improvement boards where these are established to fulfil the role of a local governing board)**

#### **Membership**

- Members will be appointed by the Trust Board in accordance with the Scheme of Delegation.

#### **Quorum**



- The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

### **Frequency of Meetings**

- The Local Governing Board shall meet at least three times a year at appropriate times and otherwise as required.

### **Minutes**

- A clerk will be nominated and shall act as the Secretary of the Local Governing Board.
- The Secretary shall minute the proceedings and resolutions of meetings of the Local Governing Board.
- Draft minutes of the Local Governing Board meetings shall be circulated and, once agreed, to all members of the Local Governing Board.

### **Notice of Meetings**

- Meetings of the Local Governing Board shall be called by the Secretary at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Local Governing Board and any other person required to attend, giving 7 working days' notice.

### **Role of the Chair of the committee**

- To ensure the business of the Local Governing Board is conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

## **Terms of reference**

Statutory regulation identifies three core strategic functions for governing boards:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding the Principal to account for the educational performance of the academy and its pupils; and
- Overseeing the financial performance of the academy and making sure its money is well spent

NET requires local boards to carry out these statutory functions in accordance with the Trust's values and principles, set priorities for improvement and engage with local community stakeholders and partners. The local board must take a strategic role, act as a critical friend to the Academy and be accountable for its decisions. It should set aims and objectives and agree, monitor and review policies, targets and priorities.

- Approval of the Academy's mission, strategy and long term business/development plans in accordance with NET values and principles and policies.
- Consideration of the Key Performance Indicator targets agreed with NET Director of Academies and the academy Achievement Partner
- Approval of systems of control and accountability, including financial and operational controls, risk assessment and procedures for handling internal grievances and managing conflicts of interest.
- Monitoring of the Academy's performance against approved plans and KPIs.
- To agree constitutional matters including procedures where the Local Governing Board has discretion.
- To hold at least three full Local Governing Board meetings a year.
- To appoint or remove the Vice Chair.
- To appoint or remove the Clerk to the Local Governing Board.
- To establish committees or portfolio groups of the Local Governing Board and their terms of reference.
- To suspend a Governor.

- To decide when functions of the Local Governing Board will be delegated to committees, groups and individuals in accordance with the NET Scheme of Delegation.
- To receive reports from any individual, portfolio holder or committee and to consider whether any further action by the Local Governing Board is necessary.
- To agree and recommend to NET for approval, the strategic budget plan and the formal budget plan for the financial year.
- To keep the Safeguarding and Health & Safety policies and their practices under review and to make revisions where appropriate.
- To review the delegation arrangements annually

In some localities governance hubs may be established across 2 or more academies which assume responsibilities for some aspects of governance.

Portfolio Holders for aspects of academy business will be identified by each LGB.

LGBs may establish sub committees as required.

### Delegated Authority

- The Local Governing Board is a committee of Northern Education Trust's main Board. NET's Scheme of Delegation sets out how the main Board fulfils its responsibilities for the leadership and management of the multi academy trust and explains the respective roles and responsibilities of the Directors of the Trust and the Local Governing Board.

### Principals & Chairs Working Group

**Membership** – Trust Chair, Trust Vice Chair, Chair of ARC, Chair of A&C plus all Principals and Chairs of Local Governing Boards

- The Chair of NET will be the Chair of the Working Group.

**Quorum**

- Not applicable

**Frequency of Meetings**

- The Working Group shall meet at least three times a year at appropriate times and otherwise as required.

**Notes of meetings**

- The Trust Secretary or their nominee shall take notes of the working group.

**Notice of Meetings**

- Meetings of the Working Group shall be called by the Trust Secretary at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the working group and any other person required to attend, giving 7 working days' notice.

**Role of the Chair of the committee**

- To ensure the business of the Working Group is conducted properly, in accordance with any legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

### Terms of reference

The working group is intended to act as a means of communication from the Trust Chair and Chief Executive (or other members of the Leadership Team) to Principals and Chairs of Local Governing Board's and vice versa.

The terms of reference are flexible and occasionally the group may be split into sub-groups depending upon the circumstances.

### Hearings Committee

**Membership** – not less than 3 members of the Board  
(NB. The number appointed to this committee directly affects the number required for an Appeal Committee)

**Disqualification** – The Chief Executive

### Terms of reference

- To make any determination to dismiss any member of staff (*unless delegated to the Chief Executive*)
- To make any decisions under the Board's HR procedures e.g. disciplinary, grievance, capability where the Chief Executive is the subject of the action\*
- To make any decisions relating to any member of staff other than the Chief Executive, under the Board's HR procedures (*unless delegated to the Chief Executive*)

### Appeals Committee

**Membership** – not less than 3 members of the Board who have not been previously involved in the decision subject of the Appeal.

(NB. The number appointed to this committee is directly affected by the number attending the Hearing Committee for the matter.)

**Disqualification** – The Chief Executive

### Terms of reference

- To consider an appeal from any determination to dismiss any member of staff
- To consider an appeal by any member of staff following a determination under the Board's Pay Policy.
- To consider an appeal from any decisions under the Board's HR procedures e.g. disciplinary, grievance, capability where the Chief Executive is the subject of the action
- To consider an appeal from any decisions relating to any member of staff other than the Chief Executive, under the Board's HR procedures (*unless delegated to the Chief Executive*)