



2021/2022

Denefield School

TRUST GOVERNANCE TERMS OF REFERENCE

DATE APPROVED BY TRUST BOARD: 25 MAY 2022

DATE OF NEXT REVIEW: SEPT 2022

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Members

Terms of Reference

Membership	At least five members with appropriate skills and expertise, including educational and strategic management experience
Election of Chair	To be appointed by members
Quorum	At least three members
Meetings	AGM, once per year
Administration	The Governance Professional
Reporting	Minutes to next Trust Board meeting
Terms of reference	Reviewed annually at the AGM

1. To approve and agree the Articles of Association for the Academy Trust and to make changes as necessary
2. To change the name of the Academy Trust
3. To appoint a maximum of six trustees (based on recommendations of the Trust Board*, approval by email) and to remove Trustees, as appropriate
4. To appoint Members
5. To appoint and remove statutory auditors (based on recommendations made by the Trust Board)
6. To receive a copy of the school's annual accounts and report
7. To receive copies of any Trust Board and committee minutes, as required.
8. To ensure success of the Academy Trust (i.e., to act as 'guardians of the trust) and to ensure the Academy Trust's charitable objectives are being met
9. To dissolve the trust (in conjunction with the DfE). [NB. Members liability is limited to £10 and is payable in event the trust is wound up and has insufficient assets to meet its debts].

*Trustees may appoint Co-opted Trustees without Members' approval provided they are not themselves co-opted trustees. Two parent trustees will be elected by parents/carers of students at the school.

Trust Board Terms of Reference

Election of Chair	To be appointed by trustees
Quorum	50% of the trust board including the Headteacher
Meetings	7 times per year
Administration	Governance Professional
Reporting	Minutes to next Trust Board meeting
Voting	Trustees only
Terms of reference	Reviewed annually

1. To determine the ethos and values for the school
2. To devise a 5-year rolling strategic plan for the school and to review performance against the plan on an annual basis
3. To monitor progress against the Ofsted areas for improvement (Jan 2018)
4. To review annually terms of reference for the Trust Board and its sub-committees
5. To agree an annual calendar of Trust Board meetings
6. To maintain and update annually a register of Trustees' business interest declarations for publication on the school's website.
7. To adopt a Code of Conduct annually
8. To appoint a Chair and Co-Vice Chairs of Trustees annually
9. To recruit Academy and Co-opted Trustees as vacancies arise, for ratification by the Trustees and Members depending on the appointing body.
10. To conduct an annual skills audit to inform vacancies and training needs
11. To review individual Trustee attendance and publish annually on the school's website
12. To appoint a Trustees for: safeguarding, SEND, Health & Safety and Pupil Premium
13. To ensure the Trust Board's statutory duties are fully compliant as per DfE guidance regarding publication of information on school website
14. To appoint a Headteacher Performance Management Panel of three Trustees to meet twice per annum. (NB all Trustees to be appropriately trained)
15. To appoint a School Improvement Partner, issue an annual letter of engagement and to review quality of service
16. To receive and review reports from the School Improvement Partner and any other external consultants
17. To review and approve the school's self-evaluation report for internal management and for Ofsted purposes
18. To set annual attendance targets for students
19. To set annual academic targets for students for all year groups in line with DfE performance measures
20. To review and approve the school's action plan, and monitor performance against the plan termly (three times per annum)
21. To determine and agree content of the Headteacher's termly report to Trustees
22. To receive and review reports from the Headteacher on the school's external examination results for GCSEs and A2s
23. To receive and review all externally generated data sources for the school (e.g., Analyse School Performance report, IDSR)

24. To review and approve an annual balanced budget plan for the school's income and expenditure (including capital funding) taking into account the agreed priorities in the school's action plan.
25. To receive copies of monthly management accounts (Chair of Trustees and Chair of Resources) and for all Trustees to receive management accounts six times per annum
26. To receive copies of internal assurance reports provided by the internal auditor
27. To review and approve the school's staffing structure, including management structure, on an annual basis
28. To approve and sign the audited annual report and financial statements for the school.
29. To recommend to the Members a suitable external auditor
30. To determine admissions arrangements for year 7s and sixth form and to review and approve the school's admissions policy on an annual basis
31. To consider emerging developments and policy decisions from the Government, Ofsted and elsewhere and, to evaluate the implications of these on the school
32. To appoint a Governance Professional
33. To performance manage the Governance Professional (Chair of Trustees is line manager)
34. To regularly review and monitor potential risks and maintain a Risk Register
35. To conduct a self-review of the Trust Board's performance (annual basis)
36. To commission an external review of the Trust Board on a triennial basis
37. To agree an annual budget for training for Trustees
38. To devise an annual Training Plan for the Trust Board and members of SLT as appropriate
39. To devise a Trustee's annual development plan and monitor performance against the plan.
40. To review and approve the LA safeguarding audit for the LSCB
41. To review and approve the Safeguarding and Child Protection Policy
42. To review how the school meets its statutory safeguarding requirements including online safety, peer-on-peer abuse and CSE.
43. To receive termly reports from the Safeguarding Trustee on the SCR and meetings with the safeguarding lead
44. To review and approve the Complaints and Persistent Complaints policy
45. To review and approve Trustees' visits policy, based around the strategic plan and compliance
46. To form working parties, as required.

Standards Committee

Terms of Reference

Membership	At least three trustees and the DHT
Election of chair	Appointed annually by members of the Committee
Quorum	At least three Trustees
Meetings	Six times a year
Administration	Governance Professional
Type of committee	Non statutory
Reporting	Minutes to next Trust Board meeting
Voting	Only Trustees have voting rights, school staff have no voting rights
Terms of reference	Reviewed annually at start of academic year.

Standards responsibilities:

1. To review and approve the SEND policy
2. To review the local offer for SEND provision.
3. To review, monitor and evaluate provision for More Able, Gifted & Talented students.
4. To review and approve Looked After Children policy.
5. To monitor and evaluate progress made against the School's Equality Objectives.
6. To review and approve the Equality policy
7. To review equalities information for publication on the school's website
8. To review student exclusions by protected characteristics on a termly basis.
9. To review student attendance termly (maximum three times per year)
10. To approve the content and organisation of the Sex & Relationships Education Programme.
11. To devise a schedule of Trustee visits linked to improvement priorities in the annual School Action plan
12. To receive and discuss Trustee visits reports.
13. To develop, review, monitor and evaluate curriculum related policies.
14. To review and approve KS4 and KS5 Options.
15. To monitor the school's curriculum provision to ensure that it is broad and balanced.
16. To monitor the school Complaints & Compliments Log by looking for any trends
17. To further develop and promote the use of students' voice through Trustee Visits.
18. To review and approve forthcoming educational visits and evaluate completed trips
19. To review and monitor how well the school promotes pupils' spiritual, moral, social and cultural development.
20. To review and monitor how well the school promotes British Values
21. To review, monitor and evaluate how the school complies with the 2015 Prevent Duty to protect students from the risk of radicalisation.
22. To receive reports from Curriculum area leaders and subject leaders for key areas of interest to the sub committee
23. To receive a report on the impact of staff CPD and training

24. To review the impact of the Coronavirus (COVID-19) catch-up premium funding
25. To review the impact of the Recovery Premium Funding
26. To conduct an audit of the school's website for compliance purposes
27. To review and approve the school's Pupil Premium strategy, including the Recovery Premium, for the academic year and to monitor performance against the strategy
28. To receive reports on the destinations of leavers (year 11 and year 13)
29. To review and approve the following policies:
 - a. Use of reasonable force policy,
 - b. Behaviour and discipline policy (to include drugs policy),
 - c. Exclusions policy,
 - d. Attendance policy,
 - e. Anti-bullying policy,
 - f. Educational visits and off-site policy,
 - g. Supporting students at school with medical conditions policy,
 - h. Looked after children policy,
 - i. Curriculum Policy (to include policies for Provider access, PHSE & Careers, and RE as appendices)
 - j. SRE policy
30. To review careers provision and use of Gatsby testing
31. To monitor the academic performance of *a//*year groups, including vulnerable groups on a termly basis and to hold the headteacher to account for performance

Resources Committee Terms of Reference

Purpose	1. To assist the decision making of the Trust Board by enabling detailed consideration of how the Trust Board fulfils its responsibility to ensure sound management of the academy's finances and resources, including proper planning, monitoring and probity. 2. To make appropriate comments and recommendations on such matters to the Trust Board on a regular basis 3. To consider issues which have implications for other committees and to make recommendations as appropriate.
Membership	At least 3 Trustees including the Headteacher (Accounting Officer) In addition the Finance & Business Director (FBD)
Election of chair	Appointed annually by members of the committee. NB Chair of Trustees cannot be Chair of the Audit Committee
Type of Committee	Non-Statutory (Advisory)
Quorum	At least 3 Trustees – must include Chair of committee, Head teacher and one other Trustee.
Voting Rights	Trustees only, school staff have no voting rights
Meetings	Six times a year
Administration	Governance Professional
Reporting	Minutes to next Trust Board meeting
Terms of reference	Reviewed annually at start of year

Finance responsibilities & delegated powers

1. Budget approval

To consider the school's indicative funding, notified annually by the ESFA and to assess the implications for the school, in advance of the financial year, drawing any matters of significant or concern to the attention of the Trust Board.

To review annual budgets (ensuring these are balanced) for all sources of school income and expenditure undertaken by the school before presentation to the Trust Board for approval.

2. Budget monitoring

To monitor the budget via receipt of management accounts which include reports on: income, and expenditure, cash flow, variation to budget report.

To monitor performance against key financial performance indicators and take corrective action, as appropriate.

To share monthly management accounts with the Chair of Trustees, Chair of committee and with Trust Board six times per annum.

3. Financial viability

To ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure. To ensure that the trust remains a going concern and financially sustainable (**Academy Trust Handbook**).

4. Virements & expenditure

To agree any expenditure or virement (i.e., transfer of money from one budget line to another) beyond the powers delegated to the Headteacher, as determined in School's Financial Management Policy.

5. Budget planning

To review 5-year budget forecasts, as prepared by the FBD.

To ensure budget forecasts for the current year and beyond are compiled accurately, based on realistic assumptions including any provision being made to sustain capital assets, and reflect lessons learned from previous years.

To review and challenge pupil number estimates, and review these on a termly basis (*via FBD's management accounts and report*)

6. Reserves policy

To review and approve a reserves policy and to determine an appropriate level of reserves to be maintained.

7. Charging & remissions

To establish and review the principles and objectives of the school's approach to cases of hardship and ensure they are accurately reflected in the relevant policies (e.g. Charging & Remissions Policy).

8. Contracts

To review and agree contracts for goods and services drawn up by the school in accordance with the school's financial management policy, noting any possible conflict of interest. To seek external professional advice regarding these as deemed necessary.

9. Finance policies

To determine, review and approve the: Financial Management policy (including Financial Procedures Manual), Charging & Remissions policy, Reserves policy, Investments policy, Trustees' expenses policy and 16-19 Bursary Fund policy. To monitor and review the performance of the school in relation to above.

10. School action plan

To contribute to the formulation of the school's action plans by financial planning.

11. Compliance with statutory requirements

To ensure that the School Financial arrangements comply with financial regulations issued by the EFSA including the Academy Trust Handbook.

12. Financial statements

To review draft statutory accounts before approval by Trust Board

To review returns for submission to Regulators (i.e., EFSA, DfE, Companies House, Charities Commission, Teachers Pension Agency, HMRC) within the prescribed timescales.

13. Best Value

To monitor and review the processes to secure best value in the use of funding. To prepare a best value statement for inclusion in the annual statutory accounts.

14. Benchmarking

To benchmark the school's income and expenditure annually against other similar schools and to establish follow up action to improve the school's effectiveness in usage of funds.

15. Insurance

To ensure the school's insurance requirements are adequately covered.

16. Catering contract and cleaning contract

To monitor performance of external providers against contract provisions.

17. DDT

To review and approve the accounts for Denefield Development Trust Co Limited before submission to Companies House

Audit: duties & responsibilities

1. To review the service provided by the external auditors and hold them to account for their performance.
2. To undertake a competitive tendering process for the selection of an external auditor (NB '*Trusts should retender their external audit contract at least every five years'* Section 4.5 Academy Trust Handbook 2021)
3. To discuss with the external auditor the nature and scope of the final audit and to ensure that the external auditor has full cooperation from staff
4. To consider reports from the external auditors including management letters. To recommend to the Trust Board any action as appropriate in response to audit findings

5. Internal audit function

To appoint an independent internal auditor to provide internal scrutiny (**ATF Hand book**) *Trusts should note that the Financial Reporting Council's revised Ethical Standard states that a firm providing external audit to an entity shall not also provide internal audit services to it).*

To direct a programme of internal assurance work to be conducted by the internal auditor on a bi-annual basis. The work will involve checks on the implementation of the school's financial controls, procedures and identification of potential risks.

To consider the internal assurance reports and take appropriate action in response to the findings (NB all internal assurance reports to be shared with all Trustees)

6. Self-assessment of financial management and governance

To perform a review of the school's financial management and governance arrangements using the EFSA's School Resource Management Self-Assessment Tool (SRMSAT) for submission to the EFSA and agree appropriate action.

Pay: responsibilities & delegated powers

1.To determine the salary of the **Headteacher** (from 1 September of each year), taking account of any report from the Headteacher's Performance Management Panel. *(The Headteacher's Performance Management Panel in conjunction with an External Advisor reviews the Headteacher's objectives set for the previous year and sets objectives for the following academic year).*

2.To determine the salaries of the **leadership group** (from 1 September of each year), taking account of any objectives set for the previous year, and recommendations of the Headteacher.

3.To determine the salaries of all **teaching staff** (from 1 September of each year), with reference to the current national Pay and Conditions Document and attendant Circular, the school's current pay policy, and the recommendations of the Headteacher.

4.To determine the salaries of all **support staff** (from 1 April of each year) using the relevant scales, taking account of the current pay policy and the recommendations of the Headteacher.

5. To determine the remunerations **of staff directly supporting the Trust Board** (Governance Professional) on 1 April each year taking into account the recommendation of the Chair of Trustees.

Premises and related matters: responsibilities and delegated functions

1. To prepare and maintain a rolling programme of maintenance for the school premises and to monitor its progress against the funds delegated.

2. To develop, review, monitor and evaluate policies concerning the occupation and use of the school premises (delegated to the Operations Director and Headteacher).
3. To monitor health & safety issues within the school, including liaising with H&S Monitoring Group, assessing Fire Safety and monitoring the Accident Log.
4. To develop, review, monitor and evaluate implementation of Premises and Health and Safety related policies, including Emergency and Accessibility Plans.
5. To review progress made against the school's 3-year Accessibility Plan and to report annually to stakeholders.
6. To review performance against the Accessibility audit action plan annually
7. To review performance against the H&S action plan annually
8. To commission an external audit of Health and Safety on a bi-annual basis
9. To develop, review, monitor and evaluate implementation of the Security Policy and ensure that a regular Security Risk Assessment is undertaken (delegated to the Operations Director and Headteacher).
10. To review Government's Nutritional Standards and service provided by external providers, to ensure School Food Standards and food legislation requirements are being met. Catering suppliers to provide an annual report to Trustees
11. IT, to review and monitor IT provision, including Cybercrime, Data Protection and GDPR.
12. To develop and review the Asset Register

HR: responsibilities & delegated powers

1. Policies

To determine, approve, review and evaluate policies relating to the: employment, recruitment, selection, appointment, promotion, performance management, grievance, discipline, sickness absence, capability, redundancy, remuneration and terms and conditions of the employment of all staff.

2. Appointments

To take the lead in the appointment of the Headteacher, Deputy Headteacher, Assistant Headteachers, Finance & Business Director and Operations Director. All other appointments are delegated to the Headteacher.

3. Employment legislation

To consider the implications of any changes in employment legislation affecting the school.

4. Other policies

To recommend the adoption of policies related to Equal Opportunities.

5. Redundancy

To take an active role in the redundancy process in consultation with the Headteacher. To appoint a Trustees' Redundancy Panel, Redundancy Appeals Panel and agree criteria for redundancy.

6. Performance management - moderation of targets

To quality assure the appraisal system by reviewing an anonymous sample of staff performance management objectives to ensure consistency across the school.

7. Teachers' and Support staff pay policy

To determine, review and approve the teacher's pay policy, having taken appropriate consultation through the school's consultative mechanism for staff (i.e., JCC).

To monitor and evaluate the impact of the Teachers' Pay Policy on an annual basis including trends in progression across specific groups of teachers (to ensure compliance with the Equality Act 2010).

Headteacher Performance Management Panel

Terms of Reference

Membership	Chair of Trustees and two Trustees. The External advisor (School Improvement Partner) attends in an advisory capacity providing advice on the HT's performance. All trustees must have received appropriate performance management training
Election of chair	Appointed annually by members of the panel
Quorum	All Trustees
Meetings	Review meeting to be convened before October half term each year, Interim review meeting (Spring term)
Minutes	School Improvement Partner
Reporting	Report to Resources committee
Terms of reference	Reviewed annually at the start of the academic year

Responsibilities & delegated powers

- To discuss and agree the annual head teacher's performance management targets
- To review performance and decide whether targets have been met
- To make recommendations to the Resources Committee in respect of pay awards for the successful performance
- To attend training as appropriate

Note: The Trust Board will appoint an external adviser to provide advice and support in relation to the management and review of the performance of the Head teacher

Trustees' Discipline Meeting (TDM)

Terms of Reference

Membership	<p>3 Trustees. If insufficient Trustees are available, the Chair of Trustees and the Governance Professional may seek suitably experienced independent governors to join the panel (as per clauses 101 & 105 of the Articles of Association).</p> <p>In addition, if the Trust Board deem it necessary, due to the nature of an exclusion, a fully independent panel may be appointed.</p> <p>When an independent governor is used this will be reported to the next full Trust Board meeting and minuted by the Governance Professional (as per clauses 105A & 106 of the Articles of Association).</p> <p>Staff Trustees are not eligible to sit on panels. The Head Teacher attends in an advisory capacity. Parent Trustees must abstain from a panel if they know the student/family involved.</p>
Election of Chair	Appointed each time by members of the panel
Quorum	All Trustees are required
Meetings	To be convened when required, by the Governance Professional, in consultation with the Headteacher and Chair. The Governance Professional will prepare all necessary papers and give at least seven days' notice of the meeting.
By invitation	Governance Professional to invite representatives from WBC or RBC LA, as appropriate
Minutes	Governance Professional
Reporting	None. Minutes and letter to parent/s to be approved by all members of the panel. Copies of minutes and letters to be held by Governance Professional
Terms of reference	Reviewed annually at the start of the academic year
Responsibilities & delegated powers	To review permanent and fixed period exclusions, as detailed below.

- To be familiar with and to act in accordance with the DfE's statutory guidance on exclusions, SEND Code of Practice and the school's Behaviour & Discipline and Exclusions policies.
- To hold a TDM **with parents/carers invited**, to review **all** permanent exclusions and **all** fixed period exclusions resulting in a student being excluded for more than 15 days in any one term, or missing a public examination.
- To hold a TDM **with parents/carers invited**, to review any **fixed period exclusion** resulting in a student being excluded for more than 5 and less than 15 days in any one term, **where** the parent/carer has expressed a formal wish to make representations.
- To hold a TDM to consider any **fixed period exclusion** resulting in a student being excluded for up to 5 days in any one term, **where** the parent/carer has expressed a formal wish to make representations.

**Staffing committee
Terms of Reference**

Membership	<p>3 Trustees, if insufficient Trustees are available, the Chair of Trustees and the Governance Professional may seek suitably experienced independent governors to join the panel (as per clauses 101 & 105 of the Articles of Association).</p> <p>In addition, if the Trust Board deem it necessary, due to the nature of the committee, a fully independent panel may be appointed.</p> <p>When an independent governor is used this will be reported to the next full Trust Board meeting and minuted by the Governance Professional (as per clauses 105A & 106 of the Articles of Association).</p> <p>Staff Trustees are not eligible to sit on panels. The Head Teacher attends in an advisory capacity.</p>
Election of chair	Appointed each time by members of the committee
Type of Committee	Statutory Executive
Voting Rights	Only Trustees and those delegated by the Trust Board have voting rights
Meetings	To be convened when required, in consultation with the Headteacher/HR and Chair. HR will prepare all necessary papers and give at least five school days' notice of the meeting.
Administration	Governance Professional in conjunction with HR
Reporting	Minutes to be retained by Governance Professional
Terms of reference	Reviewed annually at start of academic year.

- 1 To consider such **staff disciplinary** cases as may be referred to the committee by the Headteacher or as members of the committee may decide according to the school's disciplinary procedures.
- 2 To consider such **staff capability** and **staff ill health capability** cases as may be referred to the committee by the Headteacher or as members of the committee may decide according to the school's capability procedures.
- 3 To consider such **staff redundancy** cases as may be referred to the committee by the Headteacher or as members of the committee may decide according to the school's redundancy procedures.

- 4 To suspend any person employed to work at the school, where in the opinion of the committee or the Headteacher, exclusion from the school is required and be informed of such a suspension where it is undertaken by the Headteacher.
- 5 To determine any suspension including the termination of any suspension where this is considered the appropriate action and inform the Headteacher of this action.
- 6 To terminate the employment of any person employed at the school as requested by the Headteacher or as determined by the committee.
- 7 To suspend the Headteacher for misconduct or other urgent cause.
- 8 To hear any grievance from a member of staff in accordance with school grievance procedures.

The Staff Committee is to act in accordance with DFE regulations, the School Teachers Pay and Conditions Document (STPCD), the school's staff disciplinary procedures, capability procedures, redundancy procedures and grievance procedures.

Staffing Appeal Committee

Terms of Reference

Membership	<p>3 Trustees, none of whom has served on the relevant Staff Committee. It is recommended that only experienced Trustees sit on this committee</p> <p>If insufficient Trustees are available, the Chair of Trustees and the Governance Professional may seek suitably experienced independent governors to join the panel (as per clauses 101 & 105 of the Articles of Association).</p> <p>In addition, if the Trust Board deem it necessary, due to the nature of the committee, a fully independent panel may be appointed.</p> <p>When an independent governor is used this will be reported to the next full Trust Board meeting and minuted by the Governance Professional (as per clauses 105A & 106 of the Articles of Association).</p> <p>Staff Trustees are not eligible to sit on panels. The Head Teacher attends in an advisory capacity.</p>
Election of chair	Appointed each by members of the committee
Type of Committee	Statutory Executive
Voting Rights	Trustees and those delegated by the Trust Board only
Meetings	To be convened when required, in consultation with the Headteacher/HR and Chair. HR will prepare all necessary papers and give at least five school days' notice of the meeting.
Administration	Governance Professional in conjunction with HR
Reporting	Minutes to be retained by Governance Professional
Terms of reference	Reviewed annually at start of academic year.

Role:

1. To hear any appeal resulting from a Staff Committee hearing.
2. To resolve any grievance which cannot be resolved by the Staff Committee.
3. To hear any appeal concerning a pay award.
4. To hear any appeal against a teacher's performance management statement.
5. To hear any appeal against the Headteacher's performance management statement.

The Staffing Appeal Committee must act in accordance with DFE Regulations, the School Teachers Pay and Conditions Document (STPCD) and the School Disciplinary Policy, Capability Policy, Redundancy Policy, Teachers' Pay Policy and Grievance Procedures.