



2023/2024

Denefield School

TRUST GOVERNANCE **TERMS OF REFERENCE**

DATE APPROVED BY TRUST BOARD: 14 SEPTEMBER 2023

DATE OF NEXT REVIEW: SEPTEMBER 2024

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Members

Terms of reference

Membership	Not less than three, with appropriate skills and expertise, including educational and strategic management experience (Article 12)
Election of Chair	To be appointed by members
Quorum	At least two members (Article 23)
Meetings	The Academy Trust shall hold an Annual General Meeting each Academy Financial Year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy Trust and that of the next. (Article 19)
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 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].

Trust Board
Terms of reference

Election of Chair	To be appointed by trustees
Quorum	Any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
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 GCSE, BTEC and A-levels etc.
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 the Trust Board to consider the management accounts every time they meet.
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 four trustees and the DHT
Election of chair	Appointed annually by Trust Board
Election of Vice Chair	Appointed annually by members of the Committee
Quorum	At least four 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 For Academic Meetings (Sept, Jan, Apr and June)

1. To receive reports from Curriculum area leaders and subject leaders for key areas of interest to the sub committee
2. To review or add any issues on the Risk Register appropriate for the committee, to be reported to the Chair at the next Trust Board Meeting.
3. To review, monitor and evaluate provision for More Able, Gifted & Talented students.
4. To review and monitor GCSE/Level 2 and A-Level/Level 3 Examination Performance
5. To review student attendance termly (maximum three times per year)
6. To approve the content and organisation of the Sex & Relationships Education Programme.
7. To devise a schedule of Trustee visits linked to improvement priorities in the annual School Action plan.
8. To receive and discuss Trustee visits reports.
9. To develop, review, monitor and evaluate curriculum related policies.
10. To review and approve KS4 and KS5 Options.
11. To monitor the school's curriculum provision to ensure that it is broad and balanced.
12. To review and approve forthcoming educational visits and evaluate completed trips.
13. To receive a report on the impact of staff CPD and training
14. 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.
15. To receive reports on the destinations of leavers (year 11 and year 13)
16. To review and approve the following policies:
 - a. Attendance policy
 - b. Educational visits and off-site policy,
 - c. Curriculum Policy (to include policies for Provider access, PHSE & Careers, and RE as appendices)
 - d. Relationship & Sex Education (RSE) Policy

17. To review careers provision and use of Gatsby testing (Benchmarking careers etc)
18. To monitor the academic performance of *all* year groups, including vulnerable groups on a termly basis and to hold the headteacher to account for performance.
19. To review the impact of the Coronavirus (COVID-19) and be aware of catch-up premium funding as required.
20. To review the local offer for SEND provision.
21. To monitor Staff Wellbeing

Standards responsibilities For Behaviour and Culture Meetings (Nov, Feb and June)

22. To receive reports from Curriculum area leaders and subject leaders for key areas of interest to the sub committee
23. To review or add any issues on the Risk Register appropriate for the committee, to be reported to the Chair at the next Trust Board Meeting.
24. To review Behaviour Data by protected characteristics.
25. To monitor Student Wellbeing.
26. To monitor and evaluate progress made against the School's Equality Objectives.
27. To review equalities information for publication on the school's website
28. To receive reports and have an overview of:
 - a. Tutor Programme
 - b. House Programme
 - c. Success for life Programme
 - d. Reward & Recognition
 - e. Extra Curriculum activities
 - f. Careers and destinations.
29. To review student exclusions by protected characteristics.
30. To monitor the school Complaints & Compliments Log by looking for any trends.
31. To further develop and promote the use of students' voice through Trustee Visits.
32. To review and monitor how well the school promotes British Values
33. To review, monitor and evaluate how the school complies with the 2015 Prevent Duty to protect students from the risk of radicalisation.
34. To review and monitor how well the school promotes pupils' spiritual, moral, social and cultural development.
35. To conduct an audit of the school's website for compliance purposes
36. To review the quality of Alternative Provision
37. 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. Anti-bullying policy,
 - e. Supporting students at school with medical conditions policy,
 - f. Looked after children policy
 - g. Equality Policy

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 4 Trustees including the Headteacher (Accounting Officer) In addition, the Finance & Business Director (FBD) and Director of Operations (DOO).
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 4 Trustees – must include Chair of committee, Head teacher and two other Trustees.
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

1. review an annual budget, ensuring resources are allocated in line with the trust's strategic priorities and curriculum plans
2. present the annual balanced budget to the trust board for approval
3. review and approve a realistic three-year financial plan, taking into account the trust's vision, known risks and opportunities
4. receive the trust's management accounts in order to monitor the trust's cash position and income and expenditure against the approved budget
5. review pupil number estimates (that underpin revenue projections) termly
6. report back to each meeting of the trust board, alerting them to potential problems and significant variations to the approved budget at the earliest opportunity
7. ensure that the trust board's approach to pay and benefits is transparent, proportionate and justifiable
8. develop a framework for the pay of the senior executive leader and the leadership team
9. comply with statutory requirements to publish trust staff rates of pay and benefits.

10. ensure that sufficient funds are allocated for staff pay increments
11. monitor spending of pupil premium (and other relevant premiums); ensure that funding is spent effectively and is having the intended impact on pupil outcomes
12. review and approve any adjustments to the trust's approved budget (subject to the scheme of delegation)
13. approve expenditure and virements
14. undertake detailed scrutiny and recommend approval of the school resource management self-assessment checklist annually
15. ensure that the trust's financial procedures are complied with
16. review and act upon any issues identified by benchmarking against similar trusts, internal or external scrutiny
17. ensure that the trust follows basic procurement rules and achieves best value for money when acquiring goods and services
18. To monitor performance of external providers against catering contract and cleaning contract provisions.
19. To review and approve the accounts for Denefield Development Trust Co Limited before submission to Companies House
20. review, adopt and monitor all policies delegated by the board:

Delegated policies
<ul style="list-style-type: none"> • <i>Financial Management Policy</i> • <i>Financial Procedure Manual</i> • <i>Financial Reserves Policy</i> • <i>Charging and Remissions Policy</i> • <i>Trustees Expense Policy</i> • <i>Investments Policy</i> • <i>Letting Policy (TBC)</i>

Audit and risk

1. oversee and approve the trust's programme of internal scrutiny
2. support development and review of the trust's risk management policy, setting out the framework the trust has adopted for risk management.
3. ensure that risks are being addressed appropriately through internal scrutiny
4. evaluate the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks and report this to the trust board
5. assess whether procedures are designed effectively and efficiently, and check whether agreed procedures have been followed
6. review the external auditor's plan each year
7. review the annual report and accounts
8. review the auditor's findings and actions taken by the trust's managers in response to those findings
9. review findings from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations

10. assess the effectiveness and resources of the external auditor – refer to ATH
11. produce an annual report of the committee’s conclusions on the above assessment to advise the board of trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration
12. to seek assurance that the risks identified are those which may occur, for example, operational risk, financial risk, compliance risk, regulatory and legal risk, major accident
13. review the ratings and responses on the risk register to inform contingency and business continuity planning and the programme of work, ensuring risks and control measures are adequately identified and modified as appropriate
14. provide reports for each full trust board meeting, highlighting emerging risks or significant anomalies at the earliest opportunity
15. agree a programme of work annually to deliver internal scrutiny that provides coverage across the year
16. agree who will perform the work
17. consider reports at each meeting from those carrying out the programme of internal scrutiny
18. consider progress in addressing recommendations

19. recommend to members the appointment of an external auditor (in accordance with the trust's articles of association) receive the external auditors' annual plan, annual report, and accounts and recommend appropriate actions to the trust board in response to the findings
20. to review the trust's insurance cover in compliance with its legal obligations

Staffing responsibilities

1. review the staffing structure of the trust, ensuring that it meets the requirements of the trust development plan, the curriculum and is affordable
2. consider applications from staff for variation to contract (such as secondments, early retirement, leave of absence, reduced working hours and flexible working requests)
3. review staff work-life balance, working conditions and wellbeing, including monitoring staff absence rates
4. oversee the operation of the appraisal policy, including making arrangements for the senior executive leader's performance management
5. review pay decision data to ensure that pay increments are awarded fairly
6. ensure that staffing procedures (including recruitment procedures) comply with equality legislation and safer recruitment practice
7. monitor the provision of staff training and CPD, ensuring sufficient budget is allocated

Premises, health and safety responsibilities

1. ensure that safeguarding policies, procedures and training is effective and complies with the law at all times, having regard to statutory guidance Keeping Children Safe in Education
2. review the school's accessibility plan
3. receive an annual health and safety audit report and monitor any arising actions
4. receive regular reports on accident statistics, near misses, incidents of violence or aggression
5. ensure that a process is in place to approve educational visits, ensuring that health and safety planning and risk assessments have been undertaken for them
6. ensure that inspections of the trust premises and equipment take place (annually and at appropriate intervals), and a report is received identifying any issues
7. monitor the health and safety training that staff and trustees undertake
8. 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
9. To review and monitor IT provision, including Cybercrime, Data Protection and GDPR.
10. To develop and review the Asset Register
11. review, adopt and monitor all policies delegated by the board:

Delegated policies
<ul style="list-style-type: none"> • <i>Health and Safety Policy</i>

- *E-safety and Data Protection Policy*
- *Accessibility Plan*
- *Whistleblowing Policy*
- *Nutritional Standards policy*
- *Capability Policy*
- *Teachers Appraisal Policy*
- *Teachers Pay Policy*
- *Support Staff Pay Policy*
- *Fairness and Dignity Policy*
- *Grievance Policy*
- *Safer Recruitment Procedure*
- *School Redundancy Procedure*
- *Management of Sickness Absence Policy*
- *Staff Disciplinary Policy*
- *Staff Code of Conduct*

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 3 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 a suspension/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.</p> <p>The Head Teacher attends in an advisory capacity.</p> <p>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 in conjunction with the school 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 (on GovernorHub)
Terms of reference	Reviewed annually at the start of the academic year

Responsibilities & delegated powers	To review permanent and suspensions, as detailed below.
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- 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** suspensions resulting in a student being suspended 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 **suspensions** resulting in a student being suspended 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 **suspension** resulting in a student being suspended 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.</p> <p>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.</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.