



Board Committee Terms of Reference 2020/21

Contents

Partnerships & Governance

Education Standards

Finance, Audit & Risk

Human Resources

School Advisory Boards

Date of approval

June 2020 for 2020/21 academic year

Partnership and Governance Committee

Terms of Reference 2020/21

The role of the Partnership & Governance Committee is to establish and govern the operations of the range partnership operating under the Discovery Schools Trust company. The oversight of this committee includes ATSA, EPIC, SCITT and governance partners (Advisory Boards) and wider external partnerships with other MATs and organisations.

Committee membership

The committee will operate with a minimum of 3 and a maximum of 5 members.

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by (as required):

- Deputy Trust Leader
- Head of Governance
- Service Managers

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and voting

The quorum necessary for the transaction of business shall be 3 members of the Committee and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.

Where a vote is taken to decide on a course of action or to endorse a decision a simple majority of those eligible to vote will be required. The Chair will have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities, typically once per term.

Operation of meetings

An action log will be maintained for decisions/actions agreed at meetings. No items will be removed from the action log without the agreement of the Committee.

An agenda and supporting papers will be circulated at least 7 days before each meeting. All agenda items will be supported by a cover sheet providing a summary of the item and the action required of the Committee (Decision / Discussion / For Information).

Chairing

The Committee will appoint a chair (the Chair) annually. The Chair should have the necessary background and/or qualifications to undertake the role effectively. In the absence of the Chair, the remaining members present shall elect a member to act as Chair for that meeting.

Employees of the Trust may not act as Chair, other than in exceptional circumstances agreed by the Board.

Clerking

The Committee will be clerked by the DSAT Clerk or Head of Governance. The Committee may appoint an alternative clerk if this is not possible.

Reporting responsibilities

Within 14 days of each meeting the Committee through the clerk will produce and agree draft minutes of its meetings.

The draft minutes will be made available in TEAMS and presented to Trustees at the subsequent Board meeting. Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a “confidential matters minute” as part of the Committee’s minutes

Delegated Responsibilities

1. Partnerships

- a. Approve management board terms of reference and a scheme of delegation for each partnership (as required).
- b. To review the effectiveness of the performance of partnerships.
- c. To receive local and national (where relevant) KPI data to review the performance of each partnership at least annually.
- d. To assess the effectiveness of the Trust in developing wider external partnership with other key partners such as other MATs, RSC, DfE.
- e. To review the outcome of the annual partnership survey and priorities.
- f. To review the partnership needs of the trust and any potential developments

2. Governance

- a. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.
- b. Keep under review board succession planning, skills audit and training needs.
- c. Oversee the evaluation of the performance of the Board (including the performance of individual trustees, as required), and oversee the implementation of any resulting action plan.
- d. Be responsible for identifying and nominating for board/Member approval, candidates to fill board vacancies as and when they arise. (This process can be carried out via email and reported at the subsequent committee meeting)
- e. Make recommendations to the board on committee membership, in consultation with the chair of the committees.
- f. To oversee local governance boards including local board membership, effectiveness and responding to concerns raised (through chairs reports).

3. To review DSAT Admissions arrangements and recommend for Trust Board for approval.
4. To review the Trust Growth Strategy and make recommendations on partner schools to the Board.
5. To review the impact of trust wide pupil engagement strategies e.g pupil parliament.
6. To review the Trust parental engagement strategy and whole Trust priorities identified through school parental surveys.
7. To review the Trust Wraparound Care Strategy, annual priorities and impact
8. Monitor and review DSAT Risk Register: Partnership Risks, ICT and Governance, escalating concerns to the board.
9. To approve policies as determined by the Trust Board through the Trust Policy Framework. To consider other areas, as determined by the Trust Board from time to time.

Review

The Committee will review the terms of reference annually and submit any proposed changes to the Board for approval.

Primary Education Standards Committee (ESC)

Terms of Reference 2020/21

The role of the Education Standards Committee is to maintain an oversight of the Trust's strategy for curriculum, quality assurance and the standards and performance of all schools within the Trust.

Committee membership

The committee will operate with a minimum of 3 and a maximum of 5 members.

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by (as required):

- Director of Primary Education
- School Improvement Partner
- Trust Leader

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

Quorum and voting

The quorum necessary for the transaction of business shall be 3 members of the Committee and no vote on any matter shall be taken unless the majority of members of the Committee present are Trustees.

Where a vote is taken to decide on a course of action or to endorse a decision a simple majority of those eligible to vote will be required. The Chair will have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities, typically once per term.

Operation of meetings

An action log will be maintained for decisions/actions agreed at meetings. No items will be removed from the action log without the agreement of the Committee.

An agenda and supporting papers will be circulated at least 7 days before each meeting. All agenda items will be supported by a standard DSAT cover sheet providing a summary of the item and the action required of the Committee (Decision / Discussion / For Information).

Chairing

The Committee will appoint a chair (the Chair) annually. The Chair should have the necessary background and/or qualifications to undertake the role effectively. In the absence of the Chair, the remaining members present shall elect a member to act as Chair for that meeting.

Employees of the Trust may not act as Chair, other than in exceptional circumstances agreed by the Board.

Clerking

The Committee will be clerked by the DSAT Clerk or Head of Governance. The Committee may appoint an alternative clerk if this is not possible.

Reporting responsibilities

Within 14 days of each meeting the Committee through the clerk will produce and agree draft minutes of its meetings.

The draft minutes will be made available in TEAMS and presented to Trustees at the subsequent Board meeting. Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a “confidential matters minute” as part of the Committee’s minutes

Delegated Responsibilities

1. Approve, monitor and review the impact of Trust strategies for:
 - a. Curriculum
 - b. Assessment
 - c. School Improvement and processes in place for quality assurance and peer review
 - d. Teaching & Learning
 - e. CPD
 - f. Safeguarding curriculum
 - g. Disadvantaged pupils
2. Hold the Trust Leader and Director of Primary to account for academic standards, the quality of teaching, behaviour and attendance across the Trust (Input SOAP).
3. Review benchmarking data in relation to individual schools and to the overall performance of Trust in comparison to regional and national standards and to other comparable Trusts.
4. To identify any areas of concern in respect of standards and performance, including SEND, Disadvantaged Pupils and other key vulnerable group, and to monitor trust wide intervention strategies and action plans.
5. To review the effectiveness and impact of the Quality Assurance (QA) process and the related school improvement work.
6. The Committee shall have particular regard to safeguarding compliance and effectiveness in all schools within the Trust and shall draw the attention of the Board to any safeguarding concerns arising from the termly review of school performance.
7. To review reports and minutes from the School Improvement Committee who provide scrutiny of priority schools including those that are causing concern or are slow to improve.
8. Review all Ofsted reports and post-Ofsted school specific action plans for inadequate and requires improvement schools.
9. Monitor and review DSAT Risk Register and KPIs: Pupil Performance, Leadership, Pupil Wellbeing and Safeguarding and escalate concerns to the board.
10. To approve policies as determined by the Trust Board through the Trust Policy Framework.
11. To consider other areas, as determined by the Trust Board from time to time.

Review

The Committee will review the terms of reference annually and submit any proposed changes to the Board for approval.

Finance, Audit & Risk Committee (FAR)

Terms of Reference 2020/21

The role of the Finance, Audit and Risk Committee is to have financial oversight and scrutiny of the Trust, ensuring good financial and risk management, effective internal controls and compliance with the Trust Funding Agreement, Academies Financial Handbook and DSAT financial regulations. Providing assurance to the board on the adequacy of the trust's financial and other controls and management of risks.

Committee membership

The committee will operate with a minimum of 3 and a maximum of 5 members.

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by:

- Finance Director
- Trust Leader & Accounting Officer

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and Voting

The quorum necessary for the transaction of business shall be 3 members of the Committee and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.

Where a vote is taken to decide on a course of action or to endorse a decision a simple majority of those eligible to vote will be required. The Chair will have a casting vote.

Frequency of meetings

The Committee shall meet at least three times each year (normally termly).

Operation of meetings

An action log will be maintained for decisions/actions agreed at meetings. No items will be removed from the action log without the agreement of the Committee.

An agenda and agreed supporting papers will be circulated at least 7 days before each meeting. All agenda items will be supported by a standard DSAT cover sheet providing a summary of the item and the action required of the Committee (Decision / Discussion / For Information).

Chairing

The Committee will appoint a chair (the Chair) annually. The Chair should have the necessary background and/or qualifications to undertake the role effectively. In the absence of the Chair, the remaining members present shall elect a member to act as Chair for that meeting.

The chair of trustees should not be chair of the committee (AFHB).

Clerking

The Committee will be clerked by the DSAT Clerk or Head of Governance. The Committee may assign an alternative clerk if this is not possible.

Reporting responsibilities

Within 14 days of each meeting the Committee through the clerk will produce and agree draft minutes of its meetings.

The draft minutes will be made available in TEAMS and presented to Trustees at the subsequent Board meeting. Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a “confidential matters minute” as part of the Committee’s minutes

Delegated Responsibilities

1. Finance

- a) To review and recommend the annual budget for the MAT to the Trust Board for approval, drawing to their attention any matters of concern or significance.
- b) To review and approve medium term financial projections for the MAT for recommendation to the Board, drawing to their attention any matters of concern or significance.
- c) To approve a revenue reserve policy for recommendation to the Trust Board, monitoring Trust compliance with the policy and agreeing actions that need to be taken to bring the level of reserves into line with the level identified by the trustees as being appropriate.
- d) To approve a Trust Investment Policy to manage, control and track financial exposure, and ensure value for money.
- e) To receive and consider termly aggregate budget monitoring reports and review appropriateness of proposed adaptive / corrective action.
- f) Receive benchmarking reports identifying outliers/issues and make recommendations regarding necessary action to achieve value for money.
- g) To approve the DSAT Estates Strategy and resulting outline programme of capital expenditure annually
- h) To receive a summary of individual schools’ ‘large item’ or ‘debts’ to be written-off to ensure compliance with prevailing DSAT and DfE regulations.

2. Audit

- a) To appoint an internal audit service for the Trust and agree the scope and programme of work.
- b) To recommend to the Members the appointment or reappointment of the external auditors of the Trust.
- c) To review and approve the Trust’s consolidated annual accounts prior to approval by the Board. The Committee should satisfy itself that DSAT guidance has been adhered to in the accounts preparation process and that an appropriate set of accounting policies have been applied.
- d) To receive the annual audited accounts and audit certificate for all funds and trading organisations operated by the Trust, in accordance with Companies Act and Charity Commission requirements and recommend to Board.

- e) To consider the recommendations made by the external auditor in their Management Letter following the audit of the Trust's annual statutory accounts and advise the Board on any action needed.
- f) To regularly monitor outstanding audit recommendations from whatever source and ensure any delays to agreed implementation dates are reasonable.
- g) To review internal Quality Assurance outcomes.
- h) To consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations.
- i) To review annually the Register of Business Interests for all Trustee and corporate DSAT staff and to take appropriate action should issues be apparent.
- j) To annually review and approve the Trust's Financial Scheme of Delegation and appropriate Financial Regulations.

3. Risk

The Committee has oversight of the Trust's implementation of an appropriate risk management and internal control systems thus enabling the board to make a robust assessment of the principal risks. Specifically, the Committee will

- a) Monitor and review the risk management and internal control systems to ensure they are functioning effectively and that corrective action is being taken where necessary.
 - b) Monitor and review termly the DSAT Risk Register and escalate key risks to the Trust Board for the Board to agree a programme of work to address, and provide assurance on those risks.
 - c) Monitor and review DSAT Risk Register: Finance & Estates Risks, escalating concerns to the board and agreeing a programme of work to address, and provide assurance on, those risks.
 - d) To monitor the effectiveness of contingency and business continuity planning
4. To approve policies as determined by the Trust Board through the Trust Policy Framework.
5. To consider other areas, as determined by the Trust Board from time to time.

Review

The Committee will review the terms of reference annually and submit any proposed changes to the Board for approval.

Human Resources Committee (HRC)

Terms of Reference 2020/21

The role of the HRC is to provide the Board with assurance concerning all aspects of strategic workforce and organisational development. The Committee will maintain an oversight of the Trust's approach to remuneration, pay progression, terms and conditions of employment and workforce related policy.

Committee membership

The committee will operate with a minimum of 3 and a maximum of 5 members.

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by:

- Director of Operations
- Trust Leader

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and Voting

The quorum necessary for the transaction of business shall be 3 members of the Committee.

Where a vote is taken to decide on a course of action or to endorse a decision a simple majority of those eligible to vote will be required. The Chair will have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities, typically twice a year.

Chairing

The Committee will appoint a chair (the Chair) annually. The Chair should have the necessary background and/or qualifications to undertake the role effectively. In the absence of the Chair, the remaining members present shall elect a member to act as Chair for that meeting.

The chair of trustees shall not be Chair of the committee.

Employees of the Trust may not act as Chair, other than in exceptional circumstances agreed by the Board.

Clerking

The Committee will be clerked by the Head of Governance. The Committee may appoint an alternative clerk if this is not possible.

Reporting responsibilities

Within 14 days of each meeting the Committee through the clerk will produce and agree draft minutes of its meetings.

The draft minutes will be made available in TEAMS and presented to Trustees at the subsequent Board meeting. Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a “confidential matters minute” as part of the Committee’s minutes

Delegated Responsibilities

1. To review, approve and monitor strategy and policies for workforce and organisation development including recruitment, retention, performance management, remuneration and conditions of service.
2. To ensure the Board has a senior management succession plan which minimises the risk to business continuity in the event of resignations or long-term absence.
3. To acts the Trust Leader’s ‘performance management panel’ and where relevant make pay recommendation consistent with Senior Executive Pay Policy.
4. To review, approve and monitor Executive Education Leaders recommendations made by the Trust Leader.
5. To review and monitor Headteacher pay recommendations made by the Director of Primary and moderated by the Trust Leader.
6. To review and monitor the effectiveness of performance management and pay awards for schools in the Trust.
7. To have oversight of the effectiveness of the measures in place to ensure compliance with and promote equality and diversity in employment.
8. To review and scrutinise Trust wide restructuring proposals.
9. To hear appeals in relation to disciplinary, grievance and pay for senior Central Executive Team, Senior Executive Leaders and Headteachers.
10. To review, approve and monitor special staff severance payments above the statutory or contractual entitlement. (payments over £50k must be authorised by ESFA).
11. To review key workforce performance indicators, including: sickness absence, disciplinary data, staff turnover and achievement of key performance indicators.
12. To approve HR policies as determined by the Trust Board through the Trust Policy Framework.
13. The committee is responsible for the risks delegated to it via the Corporate Risk Register. The committee should determine if the appropriate level of risk has been identified, review the effectiveness of the controls, review and challenge the strength of the assurances provided.
14. To monitor staff engagement and experience, reviewing the staff survey and related actions to support the delivery of strategic plan to be the ‘Employer of Choice’.
15. To consider other areas, as determined by the Trust Board from time to time

Review

The Committee will review the terms of reference annually and submit any proposed changes to the Board for approval.

School Advisory Boards

Terms of Reference 2020/21

Role of the Advisory Board

The Advisory Board is not a legal entity in its own right and members of the Advisory Board are not 'Governors' in law. Legal liability remains with Board of Trustees, who are ultimately responsible for the running of the school. However, the Advisory Board are appointed on behalf of the Board to support effective local governance.

The appointment of the Advisory Board members and details of their delegated powers are detailed in the Trust's Scheme of Delegation.

Essentially the Advisory Board is a committee of the Trust Board that operates at school level:

- Influencing the strategic development of the school and ensuring it is meeting the needs of children locally.
- Being a critical friend by offering support and challenge to improve outcomes for children.
- Developing the strategic thinking of the Headteacher through the use of effective questioning.
- Acting as a consultative body, providing views and feedback on proposals.
- Participating in the performance management and recruitment (alongside the Trust Leader) of the Headteacher
- Advising the Trust Board (via the AB Report and through the Partnership & Governance Committee) of any concerns or emerging trends.

Membership

The membership will operate with 6-8 members which will include:

- The Headteacher
- Two community members (co-opted by the Advisory Board)
- A representative of school staff (elected by the staff body)
- Two parent representatives (elected by the parent body)
- Up to two Trust appointed members
- [Two foundation representatives – Kibworth CE only]

In addition, the meetings may be attended by:

- Trust Leader
- Trust School Improvement Representative
- Members of the DSAT Central Executive Team

Eligibility

Appointment of all ABMs is subject to:

- Trust eligibility criteria;
- DBS check (to be carried out by the school);
- The election and/or appointment process;
- Annual acceptance of and compliance with the Code of Conduct;
- Annual declaration of interests; and
- Active participation in the training and development.

Quorum and Voting

The quorum to conduct normal business on behalf of the Advisory Board shall be three members providing that staff members (including the Head Teacher) do not form the majority of those present.

Frequency of meetings

The Advisory Board will meet to conduct business a minimum of four times a year.

Advisory Boards shall not appoint Committees.

Operation of meetings

An agenda and supporting papers will be circulated at least 7 days before each meeting.

An action log will be maintained for decisions/actions agreed at meetings. No items will be removed from the action log without the agreement of the Advisory Board.

Chairing

The Advisory Board will appoint the Chair and Vice Chair annually.

Employees of the school may not act as Chair, other than in exceptional circumstances agreed by the Head of Governance.

Clerking

The Committee will be clerked by the DSAT Clerk.

Reporting responsibilities

Within 14 days of each meeting the Chair of the Advisory Board will:

- a) agree draft minutes of its meetings;
- b) with the support of the Clerk provide a 'Advisory Board Report' for the Board of Trustees;

The Advisory Board Report can be agreed by members by email.

Responsibilities

The Advisory Board has a range of responsibilities:

- Supporting good governance of the school
- Safeguarding and promoting the values of the school, ensuring that the school continues to strongly demonstrate its distinctiveness
- Working in collaboration with the Headteacher to improve pupil achievement and well-being
- Maintaining a detailed understanding of the strengths and areas for development of the school
- Contributing to the development of strategic priorities to promote school improvement
- Regularly reviewing data on achievement, quality of teaching and behaviour and safety
- Regularly monitoring the risk register and escalating concerns to the trustees
- Providing the Trust Board with the views of the local community and advising on local issues and risks they need to consider that affect the school
- Recommending to the Trust Board any developments or amendments to policies and procedures
- Ensuring there is local adaptation/adoption of Trust-wide policies
- Having oversight of the school's engagement with the school's key stakeholders e.g. parents/carers, pupils and staff
- [Kibworth CofE] to ensure a denominational inspection is carried out (SIAMS) and to help evidence the impact of the Christian vision on school performance

This should be read in conjunction with the Scheme of Delegation for a detailed list of delegations.