Eastern Multi-Academy Trust

Constitutions
and
Terms of Reference

November 2026

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Constitutions and Terms of Reference

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Constitutions and Terms of Reference 2026/27

1. Introduction

1.1 As provided by Articles 100 -104 of the Articles of Association, the Trustees:

i. may appoint separate committees to be known as Academy Committees for each Academy; and

ii. may establish any other committee.

1.2 The constitution, membership and proceedings of any committee shall be determined by the Board and the establishment, terms of reference, constitution and membership of any such committee shall be reviewed at least once in every twelve months.

1.3 The membership of any such committee may include persons who are not Trustees, provided that, (with the exception of the Academy Committees), a majority of members of any committee of the Trustees shall be Trustees.

1.4 Except in the case of an Academy Committee, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

1.5 The functions and proceedings of the Academy Committees shall be subject to regulations made by the Trustees from time to time.

1.6 The Board has determined to establish the following Committees:

i. Finance and Operations Committee

ii. Audit & Risk Committee

iii. HR & Wellbeing Committee

iv. Education Committee

v. Academy Committees

vi. Academy Committee Learner Discipline Committee

vii. Hearings Committees

viii. Appeals Committees.

1.7 Each Committee's constitution and terms of reference are set out in Appendices 1 – 11.

2. Definitions

2.1 'Academy' means any school which is established and maintained by Eastern Multi-Academy Trust;

2.2 'Board' means the Board of Trustees;

2.3 'Trustee', 'Academy Committee Member' and 'Principal' mean respectively a Trustee of the Board of Trustees, a Member of an Academy Committee (also known as Local Governors), an Academy Principal;

2.4 'Academy Committee (AC)' means the Academy Committee established for the purposes of overseeing the operation of an Academy; an Academy Committee is referred in the Trust Articles of Association as a Local Governing Body (LGB) hence Academy Committee Members are also known as Local Governors;

2.5 The role of the Accounting Officer will be undertaken by the Chief Executive;

2.6 The role of the Company Secretary (Secretary) will be undertaken by the Lead Governance Professional;

2.7 'The Trust' means Eastern Multi-Academy Trust;

2.8 All other definitions have the same meanings as given in the Trust's Articles of Association and the Academies Act 2010.

3. Related Policies and Documents

3.1 Code of Conduct;

3.2 Scheme of Delegation: General and Financial;

3.3 Articles of Association;

3.4 The Funding Agreement;

3.5 Financial Regulations;

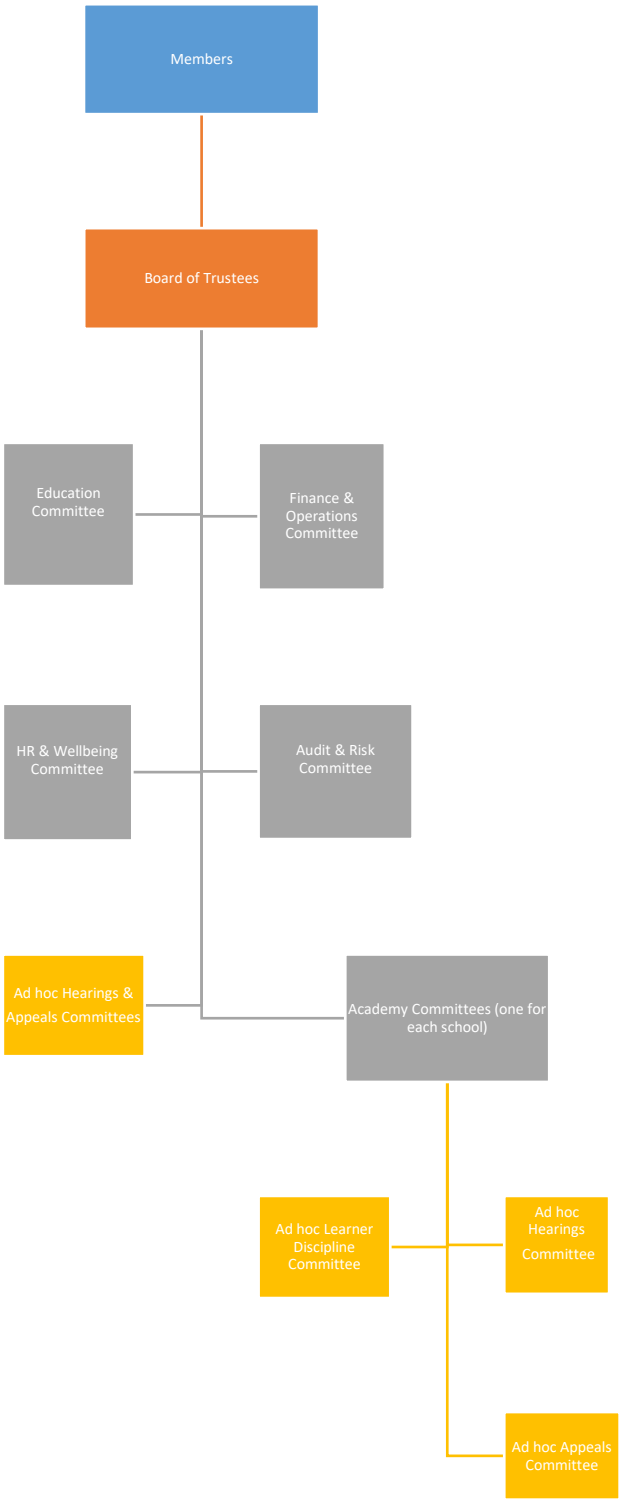
3.6 Academy Trust Handbook;

3.7 Policy Approval Schedule

Other policies and documents may be identified from time to time as circumstances change and may be added to this list.

Governance Structure

4.1 The Trust Board of Trustees has overall responsibility and ultimate decision-making authority for all the work of the Academy Trust. The Board has determined that the following governance structure be adopted for the Academy Trust:



4.2 Articles 105-105A of the Trust's Articles of Association allow the Board to delegate powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Academy Committee), the Chief Executive or any other holder of an executive office. The Board of Trustees may also revoke or alter any such delegation.

4.3 In certain circumstances, it may become necessary for the Board to intervene and hence alter the functioning of or 'stand down' an Academy Committee and appoint a Task & Finish Group to temporarily take its place or perform certain of its functions. Such a Task & Finish Group is referred to as an Improvement Board (IB). An Improvement Board may also be put in place as a transition arrangement from the point when a new academy joins the Trust.

4.4 Circumstances precipitating such a move would include:

- Identification of weak governance;
- In response to the outcome of an annual review of governance or an Ofsted inspection;
- In response to the outcome of an Ofsted inspection where there is a grading decline or an academy moves into a category of serious weakness or requiring improvement;
- Insufficient progress is being made against educational targets;
- Where there are concerns about financial matters;
- Where the safety of pupils or staff is at risk.

In this situation, the main function of the Improvement Board would be to secure governance of the academy and develop a sound basis for improvement. It would be in place until the trigger was removed. Such a group is likely to be a small, focused group and will be pertinent to the needs of that academy.

At the earliest opportunity, an academy's Academy Committee will assume or resume its usual role in line with the Terms of Reference.

4.5 A Task & Finish Group or Improvement Board is a temporary group set up to address a given task or situation over a finite period. As such, its constitution and terms of reference may be unique to that particular group. It is, however, akin to an Academy Committee (referred to as a Local Governing Body in the Trust's Articles of Association) and thus not subject to the conditions imposed by Article 101 whereby the majority of its members must be trustees.

4.6 Where an IB is in place, the Trust will ensure that parents' opinions continue to be heard and form a fundamental part of the academy's recovery programme through either parent representation on the IB or by establishing a Stakeholder Advisory Committee (SAC).

5. Review of and amendment to the Constitutions and Terms of Reference

5.1 The Secretary is required to keep under continuous review the provisions of this document and will ensure that all constitutions and terms of reference are reviewed annually with the intention of recommending to the Board and Academy Committees improvements/amendments to meet changed circumstances.

5.2 Individual Trustees, Academy Committee Members (Local Governors), Principals or the Executive Leadership Team may wish to propose to the Secretary, improvements or amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Board and Academy Committees, so that a decision may be made.

5.3 Any amendments to this document will require the approval of the Board, following discussion with Academy Committees, unless those amendments are provided for by statute or regulation, in which case such changes will be made and notified to the Board and Academy Committees without delay.

5.4 The adoption of this document may amend previously approved policy or procedure and will therefore be deemed to take precedence and inform subsequent decisions. The amendments will not work retrospectively and affect previous decisions.

Trust Constitution & Terms of Reference Document Appendix 1

Board of Trustees - Constitution and Terms of Reference

1. Membership

1.1 The number of Trustees shall be not less than three but, (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

1.2 Subject to Articles 48-49 and 58, the Trust shall have the following Trustees:

i. up to ten Trustees appointed by the Trust Members ("Member-appointed Trustees");

ii. the Chief Executive Officer, if appointed;

iii. the Board has determined that parental representation shall be secured through Academy Committees, where each Academy Committee will include two elected Parent Academy Committee members (also known as Parent Governors)

1.3 The Trustees may appoint up to 5 Co-opted Trustees.

2. Quorum

2.1 The quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees or where greater any one half (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting.

2.2 If the Secretary of State has appointed Additional or Further Trustees then a majority of the quorum must be made up of Additional or Further Trustees.

2.3 The Trustees may act notwithstanding any vacancies, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

2.4 The quorum for the purposes of:

i. appointing Parent Trustees;

ii. any vote on the removal of Trustees;

iii. any vote on the removal of the Chair of the Trustees;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees entitled to vote on those respective matters.

3. Meetings

3.1 Subject to the Articles, the Trustees may regulate their proceedings as they think fit.

3.2 As provided by Article 109 of the Articles, the Board shall hold at least three meetings each year.

3.3 The Board has determined that it shall hold at least one meeting each term, the calendar of meeting dates to be agreed at the start of each academic year.

3.4 **Chair and Vice-Chair:**

i. The Chair and Vice-Chair will be elected by the Board on an annual basis.

ii. No Trustee employed by the Trust will act as Chair or Vice Chair to the Board.

iii. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.

iv. In accordance with Article 121, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote they may have.

3.5 **Clerking:**

i. The Lead Governance Professional will circulate an agenda for each meeting and papers at least 7 clear days before a Board meeting.

ii. The Lead Governance Professional will support the effective operation of the Board, provide independent governance advice on constitutional, procedural and regulatory compliance requirements, maintain governance records, and prepare an accurate record of Board proceedings.

4. What the Board is ultimately responsible for

4.1 The Board retains overall responsibility for the strategic leadership and oversight of the Trust and may only delegate functions where permitted by law, the Articles of Association and the Academy Trust Handbook. In particular, the Board retains responsibility for:

i. determining the Trust's vision, values, ethos and strategic direction;

ii. approving and monitoring delivery of the Trust Strategic Plan;

iii. ensuring the Trust delivers high-quality and inclusive education and improves outcomes for all pupils, including disadvantaged and vulnerable learners;

iv. ensuring financial sustainability, value for money and effective stewardship of public funds;

v. ensuring effective risk management, assurance and internal control arrangements;

vi. promoting a culture of integrity, inclusion, safeguarding, accountability and continuous improvement throughout the Trust; and

vii. ensuring compliance with legal, contractual and regulatory requirements.

4.2. **How powers are delegated**

The Board has agreed a formal schedule of matters reserved for its decision, i.e. those matters which should not be delegated. As provided by article 105 of the Articles, within the Scheme of Delegation the Board has delegated to committees, including Academy Committees or equivalents, the Chief Executive Officer, Principals, the Chief Finance Officer and other holders of an executive office such of its powers or functions as it considers desirable, to be exercised by them. Those delegations may be made subject to any conditions the Board may impose and may be revoked or altered.

4.2 In the event of a need to make genuinely urgent decisions between meetings of the Board, and where appropriate in consultation with the Chief Executive and a relevant Committee Chair, the Chair of the Board may take action on behalf of the Board. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board and minuted accordingly. The Chair shall take such action only where it is not reasonably practicable to convene a meeting of the Board or obtain a written resolution.

5. Core Responsibilities

5.1 The business of the Trust shall be managed by the Board who may exercise all the powers of the Trust as set out in the Articles (5, 93-96).

5.2 **Governance and Assurance Responsibilities**

In exercising its responsibilities, the Board shall:

i. hold the Chief Executive Officer to account for the educational, operational and financial performance of the Trust;

ii. monitor the performance of the Trust against agreed strategic objectives, key performance indicators and targets;

iii. receive assurance regarding educational standards, pupil welfare, safeguarding, attendance, behaviour and inclusion across the Trust;

i. maintain oversight of the Trust's systems of risk management, internal scrutiny, compliance, cyber security, information governance and data protection; monitor the implementation of recommendations arising from internal and external audit activity;

iv. ensure effective engagement with pupils, parents, staff, communities, regulators and other stakeholders and considering stakeholder views when making strategic decisions;

v. maintain effective governance arrangements, including trustee recruitment, induction, training, diversity, skills development and succession planning;

vi. undertake regular reviews of the effectiveness of the board, its committees, individual trustees and governance arrangements;

vii. promote high standards of conduct and ensure trustees adhere to the Trustees' Code of Conduct and the Seven Principles of Public Life.

6. Specific Duties Reserved to the Board

6.1 The Board shall undertake the following duties:

i. approve and review the Trust governance structure and scheme of delegation;
ii. to facilitate the appointment and removal of new trustees and governors where permitted by the Articles of Association;
iii. appoint or remove the Chair and Vice-chair of the Board, and the Committee Chairs (including Academy Committee Chairs) and to determine membership of the Board Committees;
iv. appoint or remove the Company Secretary and Lead Governance Professional;
v. appoint or remove the Accounting Officer;
vi. appoint or remove the CEO and other senior post-holders;
vii. performance management of the Chief Executive Officer;
viii. establish Academy Committees and relevant Committees and Task and Finish Groups and determine their constitution and terms of reference;
ix. approve the annual Trust budget and three-year financial forecasts prior to the start of the financial year;
x. approve the Financial Statements & Annual Report
xi. approve the Trust's reserves policy, investment policy and significant financial commitments outside approved delegations;
xii. approve, review and monitor the Trust's vision, values and strategic plan to ensure the Trust's charitable objectives to advance educational outcomes are fulfilled;
xiii. approve the Estate Management Plan
xiv. approve the appropriate staffing structures, terms and conditions;
xv. make the appropriate policy approvals as provided for by the Policy Approval Schedule;
xvi. ensure effective safeguarding arrangements are in place across the Trust;
xvii. approve the Trust's risk management framework and receive assurance regarding the effectiveness of internal control;

xviii. approve major organisational change, including academy transfers, Trust growth, mergers, significant capital projects and the establishment or closure of academies;

xix. ensure that there are effective confidential reporting arrangements;

xx. ensure that a Register of Interests is kept and maintained by the Company Secretary;

xxi. maintain and regularly review the Register of Interests and ensure all actual, potential and perceived conflicts of interest are declared, recorded and managed in accordance with the Academy Trust Handbook and Trust policy;

xxii. consider Board and governance effectiveness reviews and implement actions arising from those reviews;

xxiii. any matter expressly reserved to the Board by legislation, the Articles of Association, Funding Agreements or Academy Trust Handbook.

Trust Constitution & Terms of Reference Document Appendix 2

Finance & Operations Committee Constitution and Terms of Reference

1. Membership

1.1 The Committee will be composed of between 3 and 5 committee members.

1.2 The membership of the Committee may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.3 The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term.

2. Quorum

2.1 The quorum for the Committee is any one half (rounded up to the nearest whole number) of the members of the Committee.

3. Meetings

3.1 The Committee will meet as often as is necessary to fulfil its responsibilities and at least once each term.

3.2 **Chairing:**

i. The Chair of the Committee will be elected by the Board of Trustees on an annual basis at the first meeting in the autumn term.

ii. In the absence of the Chair the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

3.3 **Clerking:**

i. The Lead Governance Professional will circulate an agenda for each meeting and papers at least a week before the Committee meeting.

ii. The Lead Governance Professional will take notes of the meeting.

3.4 Attendance at the meeting, issues discussed and recommendations for decisions will be recorded. The written record will be prepared in sufficient time for its inclusion on the agenda and papers of the next meeting of the Board, where reasonable, to:

i. ensure compliance with statutory requirements;

ii. to provide information to the Board;

iii. to seek approval of recommendations;

iv. to report the discharge of any delegated powers.

3.5 All members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a casting vote.

3.6 Trustees should ensure that any pecuniary or conflicts of interest relating to the specific agenda are declared at each meeting by everyone present.

4. Delegated Powers

4.1 See the Financial Regulations and Scheme of Delegation.

4.2 The Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including members of staff or other Trustees.

4.3 In the event of a need to make genuinely urgent decisions between meetings, the Chair of the Board, in consultation with the Chief Executive and the Committee Chair, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board.

5. Key Responsibilities

5.1 The Committee will be responsible for the detailed consideration as to the best means of fulfilling the Trust's responsibility to ensure sound management of the Trust and Academies' finances and resources, including proper planning, monitoring and probity, in order to maintain the Trust as a going concern and as financially sustainable.

5.2 To receive reports from members of staff about matters relating to any of the issues listed in their terms of reference.

5.3 To scrutinise the Trust and Academies' budgets and finance, most particularly by:

i. assisting to promote the highest standards of propriety in the use of public funds and encourage proper accountability for the use of those funds;

ii. promoting a climate of financial discipline and control which will help to reduce the opportunity for financial mismanagement;

5.4 The Chair of the Committee will be responsible for giving an oral summary of the Committee's deliberations if necessary at meetings of the Board.

6. Key Tasks

6.1 **Finance**

i. To consider each Academy's indicative funding, notified annually by the DfE and to assess its implications, in consultation with Principals, the CEO and the Chief Finance Officer, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.

ii. To consider and make recommendations to the Board relating to the approval of the Trust's and Academies' budgets.

iii. To monitor budgets to ensure they are consistent with each Academy's Development Plan and Trust Strategic Plan priorities.

iv. To receive and make recommendations to the Board on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the development plan.

v. To monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the Academy Trust Handbook, drawing any matters of concern to the attention of the Board.

vi. To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including approving and reviewing treasury & investment management policy and application, reserves policy and management, the implementation of bank account arrangements and, where appropriate to make recommendations for improvement.

vii. To review drafts and make recommendations to the Board relating to the financial statements which form part of the Annual Report of the Trust for filing in accordance with Companies Act requirements.

viii. To review the Trust's internal and external financial statements and reports to ensure sound financial management and good practice.

ix. To review the financial implications of the decisions made by the HR & Wellbeing Committee.

x. To have oversight of procurement and associated value-for-money procedures and decisions.

xi. To develop, review and monitor the relevant section of the Trust's Strategic Plan and the Trust's Finance Strategy and to escalate any issues or recommendations to the Board, where necessary.

6.2 **Digital & Technology Standards**

i. To oversee and monitor Trust / Academy strategy, developments and implementation with regard to digital and technology standards.

6.3 **Academy Premises & Estate Management**

i. To oversee and monitor Academy activities relating to the security and safety of premises and equipment;

ii. In consultation with the appropriate staff, to oversee premises related funding bids;

iii. To advise and make recommendations to the Board relating to the Estate Management Plan;

iv. To monitor Academy activities and advise and make recommendations to the Board on matters relating to capital development projects.

6.4 **Policy and Governance**

i. To recommend, monitor and evaluate assigned statutory policies and documents.

ii. To act upon any recommendations made by other committees and to consider any other matters where requested to do so by the Board, and

iii. To report to the Board on the discharge of all the above duties.

Trust Constitution & Terms of Reference Document Appendix 3

Audit & Risk Committee - Constitution and Terms of Reference

1. Membership

1.1 The Committee will be composed of between 3 and 5 committee members.

1.2 The membership of the Committee may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.3 The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term.

1.4 Employees of the Academy Trust cannot be members of the Committee.

2. Quorum

2.1 The quorum for the Committee is any one half (rounded up to the nearest whole number) of the members of the Committee.

3. Meetings

3.1 The Committee will meet as often as is necessary to fulfil its responsibilities and at least once each term.

3.2 **Chairing:**

i. The Chair of the Committee will be elected by the Board of Trustees on an annual basis at the first meeting in the autumn term.

ii. In the absence of the Chair the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

iii. The Chair of the Trust Board shall not be the Chair of the Committee.

iv. The Chair of the Committee (or a delegated Committee member) shall attend the Annual General Meeting of the Trust Members to answer questions on Committee activities.

3.3 **Clerking:**

i. The Lead Governance Professional will circulate an agenda for each meeting and papers at least a week before the Committee meeting.

ii. The Lead Governance Professional will make notes of the meeting.

3.4 Attendance at the meeting, issues discussed and recommendations for decisions will be recorded. The written record will be forwarded in sufficient time for its inclusion on the agenda and papers of the next meeting of the Board, where reasonable, to:

i. ensure compliance with statutory requirements;

ii. to provide information to the Board;

iii. to seek approval of recommendations;

iv. to report the discharge of any delegated powers.

3.5 All members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a casting vote.

3.7 Trustees should ensure that any pecuniary or conflicts of interest relating to the specific agenda are declared at each meeting by everyone present.

4. Delegated Powers

4.1 See the Financial Regulations and Scheme of Delegation.

4.2 The Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including members of staff and other Trustees. The Accounting Officer and Chief Finance Officer are expected to attend.

4.3 In the event of a need to make genuinely urgent decisions between meetings, the Chair of the Board, in consultation with the Chief Executive and the Committee Chair, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board.

5. Key Responsibilities

5.1 To scrutinise the Trust and Academy internal controls systems and risk management arrangements, most particularly by:

i. assisting to promote the highest standards of propriety in the use of public funds and encourage proper accountability for the use of those funds;

ii. improving the quality of financial reporting by reviewing the external financial statements and reading the reports of the external auditors;

iii. promoting a climate of financial discipline and control which will help to reduce the opportunity for financial mismanagement; and

iv. promoting the development of internal controls and risk management systems which will help satisfy the Board that the Trust and its Academies will achieve their objectives and targets and are operating:

- in accordance with any statutory requirements for the use of public funds;
- within delegated authorities laid down by Board of Trustees;
- in a manner which will make most economic and effective use of resources available.

5.2 The Chair of the Committee will be responsible for giving an oral summary of the Committee's deliberations if necessary at meetings of the Board.

6. Key Tasks

6.1 Financial Reporting

i. To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, for example, the implementation of bank account arrangements and, where appropriate to make recommendations for improvement.

ii. To review the drafts of the Financial Statements (including Accounting Officer Statement), Trustees' Annual Report and Management Letter (including the Executive's responses to auditor's findings and recommendations) and to make recommendations to the Board.

6.2 Audit

i. To receive and consider external auditors' reports and to recommend to the Board appropriate action in response to audit findings and good practice;

ii. Working with the Executive To determine with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor has the fullest co-operation of staff;

iii. To satisfy itself that there are no relationships between the auditor and the Academy Trust (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity.

iv. To review the effectiveness of the Trust and Academy internal control systems established to ensure that the aims, objectives and key performance targets of the Trust are achieved in the most economic, effective and environmentally preferable manner, and to advise the Board in establishing such systems;

v. To ensure that the Trust's internal audit provision meets, or exceeds, relevant standards and complies in all other respects with relevant guidelines and meets agreed levels of service;

vi. To consider and advise the Trust on its annual and long-term audit programme to ensure it is aligned to the key risks of the Academy Trust;

vii. To receive and consider internal auditors' reports and to recommend to the Board appropriate action in response to audit findings and good practice;

viii. To assess the effectiveness and resources of the external auditor in order to provide a basis for decisions by the Trust's Members about the auditor's reappointment or dismissal or retendering and to make appropriate recommendations to the Board.

6.3 Health and Safety

i. To oversee and monitor the Trust's Health and Safety policies and procedures and to receive Health & Safety Reports with a view to making recommendations to the Board.

ii. To monitor and review procedures for ensuring the effective implementation and operation of risk assessment processes on a regular basis and where appropriate to make recommendations for improvement;

iii. To ensure safeguarding systems are in place for effective implementation.

6.4 **Risk Management**

i. To advise and make recommendations to the Board on establishing and monitoring a Trust Risk Register and risk management systems and to help inform the Board about risk appetite, tolerance and strategy;

ii. To review the ratings and responses of the Trust Risk Register to inform the programme of work;

iii. To receive and consider risk management reports;

iv. To oversee insurance arrangements.

6.5 **Information Security**

i. To oversee and monitor the Trust's Information Security policies and procedures including GDPR;

ii. To monitor and review procedures for ensuring the effective implementation and operation of information security control processes on a regular basis and where appropriate to make recommendations for improvement.

6.6 Whistleblowing and Complaints

i. To review the adequacy and security (proportionality and independence) of the Academy Trust's arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.

6.7 **Policy and Governance**

i. To recommend, monitor and evaluate assigned statutory policies and documents;

ii. To develop, review and monitor the relevant section of the Trust's Strategic Plan and to escalate any issues or recommendations to the Board where necessary.

iii. To act upon any recommendations made by other committees and to consider any other matters where requested to do so by the Board; and

iv. To report to the Board on the discharge of all the above duties.

Trust Constitution & Terms of Reference Document Appendix 4

HR & Wellbeing Committee – Constitution and Terms of Reference

1. Membership

1.1 The Committee will be composed of between 3 and 5 committee members.

1.2 The membership of the Committee may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.3 The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term.

2. Quorum

2.1 The quorum for the Committee is any one half (rounded up to the nearest whole number) of the members of the Committee.

3. Meetings

3.1 The Committee will meet as often as is necessary to fulfil its responsibilities and at least once a term.

3.2 **Chairing:**

i. The Chair of the Committee will be elected by the Board of Trustees on an annual basis at the first meeting in the autumn term.

ii. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

3.3 **Clerking:**

i. The Lead Governance Professional will circulate an agenda and papers for each meeting at least a week before the Committee meeting.

ii. The Lead Governance Professional will take notes of the meeting.

3.4 Attendance at the meeting, issues discussed and recommendations for decisions will be recorded. The written record will be prepared in sufficient time for its inclusion on the agenda and papers of the next meeting of the Board, where reasonable, to:

i. ensure compliance with statutory requirements;
ii. to provide information to the Board;
iii. to seek approval of recommendations;

iv. to report the discharge of any delegated powers.

3.5 All members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a casting vote.

3.6 Trustees should ensure that any pecuniary or conflicts of interest relating to the specific agenda are declared at each meeting by everyone present.

4. Delegated Powers

4.1 See the Financial Regulations and Scheme of Delegation.

4.2 The Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including members of staff or other Trustees.

4.3 In the event of a need to make genuinely urgent decisions between meetings, the Chair of the Board, in consultation with the Chief Executive and the Committee Chair, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board.

5. Key Responsibilities

5.1 The Committee will be responsible for the detailed consideration as to the best means of fulfilling the Trust's responsibility to ensure sound organisational design and management of the Trust's Human Resources (HR), Pay and Pensions in Public Service.

5.2 To review and recommend HR policy and strategy and to monitor the impact on organisational development and performance.

5.3 To monitor and review pay awards across the Trust annually to ensure they remain in line with expectations in terms of the Pay Policy and to act on the recommendations of the Finance & Operations Committee regarding affordability.

5.4 To evaluate, consider and review reports from the Executive and relevant subject experts about matters relating to areas listed in these terms of reference.

5.5 The Chair of the Committee will be responsible for giving an oral summary of the Committee's deliberations if necessary at meetings of the Board.

6. Key Tasks

6.1 To agree, review and oversee the implementation of the Trust's employment policy framework and policies (in line with the Policy Approval Schedule) and to monitor the impact via Key Performance Indicators (KPIs) i.e. in relation to such matters as turnover, sickness absence, recruitment, grievances and employee satisfaction.

6.2 To review and advise the Board on the Central Executive Team staffing structure, as defined in the Scheme of Delegation.

6.3 To advise the Board on the Terms & Conditions including remuneration for the Central Executive Team, as defined in the Scheme of Delegation, in the light of affordability and related benchmarking data.

6.4 To advise the Board in relation to the approval of the Pay Framework in line with the Burgundy Book (conditions of service for school teachers and leaders).

6.5 To advise the Board in relation to the approval of the Pay Framework in line with the Green Book (conditions of service for support staff).

6.6 To agree a Trust Pay Policy for recommendation to the Board following appropriate consultation as required and to ensure it is applied equitably across the Trust.

6.7 To agree the Performance Development Review Policy and review process and procedure in line with the policy.

6.8 To keep under review arrangements for staff work/life balance, working conditions and well-being, the development and implementation of which will be for Academy Principals and, in the case of Central Trust staff, the Chief Executive.

6.9 To recommend, monitor and evaluate assigned statutory policies and documents.

6.10 To develop, review and monitor the relevant section of the Trust's Strategic Plan and the People Operational Plan and to escalate any issues or recommendations to the Board, where necessary.

6.11 To act upon any recommendations made by other committees and to consider any other matters where requested to do so by the Board, and

6.12 To report to the Board on the discharge of all the above duties.

Trust Constitution & Terms of Reference Document Appendix 5

Education Committee Constitution and Terms of Reference

1. Membership

1.1 The Committee will be composed of between 3 and 5 committee members.

1.2 The membership of the Committee may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.3 The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term.

2. Quorum

2.1 The quorum for the Committee is any one half (rounded up to the nearest whole number) of the members of the Committee.

3. Meetings

3.1 The Committee will meet as often as is necessary to fulfil its responsibilities and at least once each term.

3.2 **Chairing:**

i. The Chair of the Committee will be elected by the Board of Trustees on an annual basis at the first meeting in the autumn term.

ii. In the absence of the Chair the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

3.3 **Clerking:**

i. The Lead Governance Professional will circulate an agenda for each meeting and papers at least a week before the Committee meeting.

ii. The Lead Governance Professional will take notes of the meeting.

3.4 Attendance at the meeting, issues discussed and recommendations for decisions will be recorded. The written record will be prepared in sufficient time for its inclusion on the agenda and papers of the next meeting of the Board, where reasonable, to:

i. ensure compliance with statutory requirements;

ii. to provide information to the Board;

iii. to seek approval of recommendations;

iv. to report the discharge of any delegated powers.

3.5 All members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a casting vote.

3.6 Trustees should ensure that any pecuniary or conflicts of interest relating to the specific agenda are declared at each meeting by everyone present.

4. Delegated Powers

4.1 See the Financial Regulations and Scheme of Delegation.

4.2 The Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including external advisers, members of staff or other Trustees.

4.3 In the event of a need to make genuinely urgent decisions between meetings, the Chair of the Board, in consultation with the Chief Executive and the Committee Chair, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board.

5. Key Responsibilities

5.1 The Committee will be responsible for providing strategic oversight, challenge and assurance regarding the quality of education, safeguarding, inclusion and pupil outcomes across the Trust. Operational responsibility for educational delivery remains delegated to the CEO and executive leaders.

5.2 To receive reports from members of staff about matters relating to any of the issues listed in their terms of reference.

5.3 To support the Board in ensuring that

i. the Trust's educational strategy is effectively implemented

ii. educational standards improve sustainably over time

iii. statutory educational responsibilities are fulfilled

iv. educational risks are identified and mitigated appropriately

v. the Trust's vision, values and strategic priorities are reflected consistently across all academies

vi. pupils across the trust receive a high-quality and inclusive educational experience.

5.4 The Chair of the Committee will be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Board.

6. Key Tasks

6.1 Educational Standards and Outcomes

i. To monitor Trust-wide educational performance, including attainment, progress and curriculum effectiveness
ii. To scrutinise trends over time and variation between academies and groups of pupils
iii. To receive assurance regarding the effectiveness of the Trust's school improvement strategy
iv. To monitor the impact of strategies designed to improve educational outcomes across the Trust.

6.2 Quality of Education

i. To receive assurance regarding the quality and consistency of curriculum implementation across the Trust
ii. To receive assurance regarding the impact of Trust-wide educational frameworks, professional development and improvement initiatives
iii. To monitor the effectiveness of approaches designed to secure high standards and reduce variability across academies

6.3 Inclusion, Attendance and Behaviour

i. To monitor Trust-wide attendance, persistent absence, behaviour, suspension and exclusion trends
ii. To receive assurance regarding the effectiveness of provision for disadvantaged pupils, pupils with SEND and other vulnerable groups
iii. To evaluate the impact of strategies relating to inclusion, belonging, attendance and pupil wellbeing
iv. To monitor equality of opportunity and inclusive practice across the Trust

6.4 Safeguarding and Statutory Compliance

i. To receive assurance that safeguarding arrangements are effective across all academies
ii. To monitor compliance with statutory educational responsibilities and relevant guidance
iii. To receive assurance regarding safer culture, safeguarding systems and safeguarding training.

6.5 **Strategic Risk and Assurance**

i. To monitor educational risks identified within the Trust Risk Register
ii. To receive assurance regarding inspection readiness and the sustainability of academy improvement
iii. To monitor leadership capacity and succession risks relating to educational provision
iv. To evaluate the effectiveness of Trust quality assurance system.

6.6 **Strategic Plan Delivery**

i. To monitor progress against the educational priorities identified within the Trust Strategic Plan
ii. To evaluate the impact of Trust-wide improvement strategies and initiatives
iii. To receive assurance that educational priorities remain aligned to the Trust's vision and values.

6.7 **Policy and Governance**

i. To recommend, monitor and evaluate assigned statutory policies and documents.
ii. To act upon any recommendations made by other committees and to consider any other matters where requested to do so by the Board, and
iii. To report to the Board on the discharge of all the above duties.

Trust Constitution & Terms of Reference Document Appendix 6

Board of Trustees - Hearings Committee - Constitution and Terms of Reference

1. Membership

1.1 The Committee will be comprised of three panellists called at any time to conduct a hearing. Membership of the Committee (known as the Panel) may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.2 Any Committee member with prior knowledge of the issue to be heard will be disqualified from being a member of the Panel.

1.4 The Committee will be supported by a member of the HR team (which may include external advisers) to advise on procedures under 4.1 below.

2. Quorum

2.1 The quorum for a Panel is three members.

3. Meetings

3.1 Panel hearings will take place as required.

3.2 **Chairing:**

i. The Chair for any meeting will be elected by the panellists at that meeting.

3.3 **Clerking:**

i. The Lead Governance Professional will clerk Panel hearings.

ii. The Lead Governance Professional will take confidential notes of the meetings.

4. Committee Tasks

4.1 To make a determination under the HR procedures where a Principal, Chief Finance Officer or other central roles are the subject of the action.

4.2 To make a determination as to whether or not to remove a Trustee or Academy Committee Member.

Trust Constitution & Terms of Reference Document Appendix 7

Board of Trustees - Appeals Committee - Constitution and Terms of Reference

1. Membership

1.1 The Committee will be comprised of three panellists called at any time to conduct a hearing. Membership of the Committee (known as the Panel) may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.2 Any member of the Hearings Panel will be disqualified from being a member of the Appeals Panel.

1.3 Any Committee member with prior knowledge of the appeal to be heard will be disqualified from being a member of the Panel.

1.4 The Committee will be supported by a member of the HR team (which may include external advisers) to advise on procedures under 4.1 and 4.2 below.

2. Quorum

2.1 The quorum for a Panel is three members.

3. Meetings

3.1 Panel hearings will take place as required.

3.2 **Chairing:**

i. The Chair for any meeting will be elected by the panellists at that meeting.

3.3 **Clerking:**

i. The Lead Governance Professional will clerk Panel hearings.

ii. The Lead Governance Professional will take confidential notes of the meetings.

4. Committee Tasks

4.1 To make a determination on appeal after a decision by a Hearings Committee under the HR procedures where the Principal, Chief Finance Officer or other central roles are the subject of the action.

4.2 To make a determination on appeals in relation to Pay reviews following the Appraisal process.

4.3 To make a determination on an appeal after a decision to remove a Trustee or Academy Committee Member.

Trust Constitution & Terms of Reference Document Appendix 8

Academy Committee (AC) - Constitution and Terms of Reference

1. Membership

1.1 The Master Funding Agreement provides that the membership of an AC shall be for the Trust to decide, but the Trust will, as a minimum, ensure that:

i. a minimum of two parents of a student at the Academy (to be elected by the parents of registered students of the Academy) shall be a member of the AC;

ii. Trustees may be members of an AC.

1.2 In accordance with this provision the Trust has determined that the following numbers and categories of governors shall be appointed:

i. a maximum of 8 Community Governors (AC Members appointed by the Trust);

ii. 2 Parent Governors (AC Members elected by parents);

iii. The AC may appoint up to two co-opted Academy Committee Members.

2. Quorum

2.1 The quorum for a meeting of the Academy Committee Members and any vote on any matter thereat, shall be three Academy Committee Members, or, where greater, any one half (rounded up to a whole number) of the total number of Academy Committee Members holding office at the date of the meeting.

3. Meetings

3.1 The Board has determined that each AC shall hold at least one meeting each term, the calendar of meeting dates to be agreed at the start of each academic year.

3.2 **Chair and Vice-chair:**

i. The Chair shall be appointed by the Trust and the Vice-chair (if desired by the AC) will be elected on an annual basis at the first meeting in the autumn term.

ii. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-chair shall act as the chair for the purposes of the meeting. In the absence of the Chair or Vice Chair, AC Members will elect a temporary replacement from among the AC Members present at the meeting.

iii. Where there is an equal division of votes, the Chair shall have a casting vote in

addition to any other vote they may have.

3.3 **Clerking:**

i. The Governance Professional will circulate an agenda for each meeting and papers at least 7 clear days before an AC meeting.

ii. The Governance Professional will make notes of the meeting.

4. Delegated Powers

4.1 The Board has agreed a formal schedule of matters reserved for its decision, i.e. those matters which should not be delegated. As provided by article 105 of the Articles, within the Scheme of Delegation the Board has delegated to Academy Committees such of its powers or functions as it considers desirable, to be exercised by them. Those delegations may be made subject to any conditions the Board may impose and may be revoked or altered.

4.2 In the event of a need to make genuinely urgent decisions between meetings of the AC, and where appropriate in consultation with the Principal, the Chair of the AC may take action on behalf of the AC, within the terms of the power delegated to the Academy Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the AC and Board and minuted accordingly.

4.3 The AC may set up sub-committees and /or working groups to help in the execution of its duties, should it see fit to do so. It is expected that such sub-groups will report back to the AC on their deliberations and recommendations. Delegated powers rest with the AC itself and not with its sub-groups.

5. Role

5.1 As provided by the Master Funding Agreement, the role of the Academy Committee shall be to provide advice to the Trust in relation to the functioning of that Academy.

5.2 This advisory role will:

i. ensure a level of local accountability and representation;

ii. serve as a safeguard against centralised decision making by taking account of local circumstances;

iii. provide essential local representation of parents and the community.

5.3 The Trust must ensure that any advice of the Academy Committee is brought to the attention of the Board.

6. Responsibilities

6.1 As provided by the Master Funding Agreement the responsibilities of ACs shall be for the

Trust Board to decide.

6.2 In furtherance of this provision, the Trust Board has determined that ACs shall discharge the powers and function as delegated to them, most particularly by advising on / recommending and monitoring a matter so delegated.

6.3 To be accountable to the community and to those who fund the academy trust for the quality of education the academy provides.

6.4 To hold to account the Principal and academy staff for all aspects of the academy's performance by challenging, asking questions, requesting information and evidence to seek to arrive at the best solution.

6.5 To offer support, constructive advice, a sounding board for ideas and a second opinion on proposals, and help where required, in the role as 'critical friend'.

6.6 To act as an advocate promoting the interests of the pupils, academy and academy trust.

7. Tasks

Standards and Inclusion

7.1 To review and monitor progress against the Academy Development Plan (ADP) and Academy Self Evaluation Form (SEF) with a view to achieving sustained school improvement.

7.2 To regularly review and monitor pupils' performance data, such as academic attainment, achievement and progress, attendance and behaviour, including those pupils with special educational needs and disabilities (SEND)/ for whom English is an additional language (EAL)/ who are Most Able/ with Pupil Premium (PP) funding/ who are Looked After Children (LAC) to ensure the academy is meeting targets.

7.3 To challenge senior leaders on areas for improvement so that strategies can be developed to address them in line with strategic objectives.

SEND

7.4 To ensure that adequate resources are provided to pupils with special educational needs and disabilities (SEND) that support their educational progress.

7.5 To seek assurance that staff are trained to implement strategies and support plans.

7.6 To have oversight of the partnership work with other stakeholders such as parents, external agencies and the wider community to ensure that pupils with SEND are well-supported and included in all aspects of school life.

7.7 To elect a SEND Link Governor to keep abreast of relevant provision and aid AC understanding.

Safeguarding

7.8 To monitor safeguarding practice and the implementation of the Trust's safeguarding policy in order to foster a culture that prioritises the safety and wellbeing of all pupils and staff.

7.9 To review the effectiveness of the academy's safeguarding arrangements.

7.10 To review and monitor health and safety activity, including progress against external health and safety audits and relevant programmes of repairs and maintenance.

7.11 To elect a Safeguarding Link Governor and a Health and Safety Link Governor to keep abreast of relevant provision and aid AC understanding.

Stakeholder Engagement

7.12 To help develop effective links with the academy's community, including the active engagement of key stakeholders such as parents, to help the academy be the centre of community life.

7.13 To help ensure the needs and concerns of stakeholders are accounted for in the Trust's decision-making process.

7.14 To make structured Link Governor visits to the academy when and where appropriate to inform strategic challenge and support.

7.15 To act as the vehicle for bringing Trust Board decisions and the needs of communities together.

Additional delegated responsibilities

7.16 To regularly review, approve and monitor the effectiveness of

- local annexes to Trust-wide policies
- local academy policies and statements.

7.17 To provide panel members for Trust-wide exclusion and complaint hearings and appeals

7.18 To engage (where required) with any inspection of the academy, whether by Trust Board, Regional Director, Ofsted or any other appropriate public body to whom the academy is accountable.

7.19 To review the Academy Risk Register to ensure risks (to the vision and strategy) are identified and effective mitigations are in place.

7.20 To bring relevant matters, issues, concerns and recommendations to the attention of the Board of Trustees and/or members of the Trust's Executive Team.

7.21 To ensure that any conflicts of interest are declared at each meeting.

Trust Constitution & Terms of Reference Document Appendix 9

Academy Committee (AC) Learner Discipline Committee - Constitution and Terms of Reference

1. Membership

1.1 The Committee will be comprised of the members of any of the Trust's ACs who may be called at any time to form a Panel of three Academy Committee Members to conduct a hearing.

1.2 Any Academy Committee Member with prior knowledge of the student or the incident will be disqualified from being a member of the Panel.

1.3 All Academy Committee Members must undertake training to enable them to carry out their roles effectively.

2. Quorum

2.1 The quorum for a Panel is three Academy Committee Members.

3. Meetings

3.1 Panel Hearings will take place as required and in accordance with statutory time limits.

3.2 **Chairing:**

i. The Chair for any meeting will be elected by the Academy Committee Members at the Panel hearing.

3.3 **Clerking:**

i. The Clerk will take confidential notes of the meetings.

4. Committee Tasks

4.1 To consider representations from parents in the case of exclusions of 5 days or less.

4.2 To consider representations from parents in the case of exclusions totalling more than 5 but not more than 15 school days in one term.

4.3 To consider the appropriateness of any permanent exclusion or any exclusion where one or more fixed period exclusions total more than 15 school days in one term or where a student is denied the chance to take a public examination.

4.4 To make recommendations where necessary on the working of the Behaviour Policy.

Trust Constitution & Terms of Reference Document Appendix 10

Academy Committee (AC) Hearings Committee - Constitution and Terms of Reference

1. Membership

1.1 The Committee will be comprised of the members of any of the Trust's ACs who may be called at any time to form a Panel of three Academy Committee Members to conduct a hearing.

1.2 Any Academy Committee Member with prior knowledge of the matter to be heard will be disqualified from being a member of the Panel.

1.3 The Committee will be supported by a member of the HR team to advise on procedures under 4.1 below.

2. Quorum

2.1 The quorum for the Panel is three Academy Committee Members.

3. Meetings

3.1 Panel hearings will take place as required.

3.2 **Chairing:**

i. The Chair for any meeting will be elected by the Academy Committee Members at the Panel hearing.

3.3 **Clerking:**

i. The Clerk will take confidential notes of the meetings.

4. Committee Tasks

4.1 To make any decisions relating to any member of Academy staff other than a Principal under the personnel procedures (unless delegated to the Principal).

4.2 To make any determination or decision under the Complaints Policy for parents and others.

Trust Constitution & Terms of Reference Document Appendix 11

Academy Committee (AC) Appeals Committee - Constitution and Terms of Reference

1. Membership

1.1 The Committee will be comprised of the members of any of the Trust's ACs who may be called at any time to form a Panel of three Academy Committee Members to conduct a hearing.

1.2 Any Academy Committee Member with prior knowledge of the appeal to be heard will be disqualified from being a member of the Panel.

1.3 The Committee will be supported by a member of the HR team to advise on procedures under 4.1 and 4.2 below.

2. Quorum

2.1 The quorum for the Panel is three Academy Committee Members.

3. Meetings

3.1 Panel hearings will take place as required.

3.2 **Chairing:**

i. The Chair for any meeting will be elected by the Academy Committee Members at the Panel hearing.

3.3 **Clerking:**

i. The Clerk will take confidential notes of the meetings.

4. Committee Tasks

4.1 To make a determination on appeal after a decision by the Hearings Committee relating to any Academy member of staff other than a Principal under the personnel procedures.

4.2 To make a determination on appeal in relation to Pay reviews following the Appraisal process.

4.3 To make a determination on appeal after a decision by the Hearings Committee under the Complaints Policy for parents and others.