



Central Region Schools Trust Terms of Reference

Reviewed and Adopted: for 24.09.2025

Contents

1. Members	2
2. Trust Board	2
3. Finance and Resources Committee	3
4. Human Resources Committee	5
5. Remuneration Committee	6
6. Education and Standards Committee	7
7. Audit and Risk Committee	8
8. Local Academy Governing Board – Terms of Reference	10
9. General Information for the Proceedings of Committee Meetings	12



1. Members

Members have a similar role to a company's shareholders and have some key responsibilities and oversight of the Trust Board. Members may appoint Trustees and hold them to account for the undertaking and successful outcome of governance for the Trust, furthering the Trust's charitable objects. Members should also have an awareness of their powers to ensure effective governance and stay informed on the Trust's performance, including receiving the audit annual accounts; Members must meet at least once a year at the Trust's Annual General Meeting.

Members also have the authority to, in certain circumstances and in line with the Trust's Articles of Association:

- Pass special resolution to amend the Articles of Association.
- Pass special resolution to appoint new or remove existing Members.
- Pass special resolution to direct Trustee's to take a specific action.
- Appoint or remove Trustees.
- Appoint and remove the Trust's auditors.
- Change the Company's name and, ultimately wind up the Trust.

2. Trust Board

The Trust Board is a non-representative board of Trustees, whose make-up is based on the skills required to govern the Trust. Trustees' focus is three core functions; ensuring clarity of vision, ethos and strategic direction (The Trust's Distinctive Culture) and the overseeing and review of effective financial performance, along with the ability to hold executive leadership to account, retaining oversight of educational performance of the Trust and performance management of staff. Trustees maintain reference to the Academies Trust Handbook, Governance guide, along with organisational document compliance with the Trust's Articles of Association and Scheme of Delegation. Trustees will also be guided by the Nolan Principles (selflessness, integrity, objectivity, accountability, openness, honesty and leadership) and Trust Code of Conduct in every endeavour of their undertakings, ensuring robust governance compliance and the highest standards of conduct.

Trustees will hold Trust Board Meeting in line with the following guidelines:

- The quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three 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.
- The membership of each committee of the Trust (e.g., Audit and Risk, Finance and Resources) will be agreed on an annual basis at the first meeting of the whole Trust Board in the autumn term.
- The quorum for each committee of the Trust, other than the Trust Board, is two members of the committee with voting rights.
- The Chair of each Local Academy Governing Board (LAGB) is nominated by the LAGB and approved by the Trust Board, on an annual basis (summer term) in preparation for September start. At the first meeting of the LAGB in the Autumn Term the LAGB will have the delegated responsibility of electing a Vice Chair to the LAGB.
- The Governance Professional of the committee is determined by the Trust Board and stated at the first meeting of each autumn term. Any change of Governance Professional is determined in consultation with the Senior Executive Leaders and Trust Board.
- In the absence of the Trust Board Chair or the Chair to the LAGB, Trustees will elect a Chair for the meeting.
- The Chair of each Trust Board committee will be responsible for providing an update and/or verbal summary of the committee's deliberations, if necessary, at meetings of the Trust Board.
- Each 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 who are not Trustees with agreement from the Executive Principal (CEO)

- Any Trustee may attend meetings of committees, with prior notice given to the respective Chair
- Only members of the committee may vote at committee meetings. Where necessary, the elected Chair of the committee may have a second or casting vote.
- Meetings may be held remotely, in line with the Trust's Virtual Meeting Attendance Policy.
- In the event of a need to make urgent decisions between meetings on matters falling within the remit of the committee, the Chair of the Trust Board, in consultation with the Executive Principal (CEO) and Chair of the committee, 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 Trust Board (Local Academy Governing Boards as relevant).

3. Finance and Resources Committee

Purpose: The Finance and Resources Committee will be responsible for the financial and health and safety oversight of the Trust, assisting the decision-making process of the Trustees

The Committee will report directly to the Trust Board on the overall finances of the Trust and provide a summary position of each Academy within the Trust, ensuring compliance with financial regulations, statutory requirements and the Scheme of Delegation.

The Committee will be tasked to:

Financial Planning and Monitoring

- Review and recommend the Trust's annual budget and medium-term financial projections. Establish and maintain an up to date 3-year financial plan and share it with the Trust Board.
- Review and recommend finance policies for approval to the Trust Board as per the Scheme of Delegation.
- Make decisions in respect of service agreements and expenditure patterns, ensuring that educational outcomes, cost effectiveness criteria and financial implications inform decision-making. Determine whether sufficient funds are available for pay increments.
- Consider where it is appropriate to use contract services or in-house services.
- Undertake the setting up of contracts for services as determined by the Trust Board.
- Review draft budgets and recommend them to the Trust Board.
- Review the Trust and Academies' financial position, reporting exceptions, concerns, opportunities and recommendations to the Trust Board.
- Review the monthly management accounts and latest FYFs reporting exceptions and concerns to the Trust Board.
- Approve and use key financial performance indicators and measure performance against these regularly
- Monitor compliance with the Trust's Scheme of Financial Delegation as approved by the Trust Board.
- Assess the financial progress in achieving the objectives within the Trusts development plan and individual raising attainment plan of each academy
- Ensure, annually, that the insurance cover held by the Trust provides adequate protection against risks.
- Ensure a Register of Business Interests is maintained for all Trustees/Governors and staff.
- Approve the disposal of surplus equipment in accordance with the Trust's regulations as per the limits in the Scheme of Delegation and, secure prior permission from the DfE where appropriate.
- Authorise the write-off of debts in accordance with the Scheme of Delegated Authority.



Budget Approvals and DfE Compliance

- Evaluate spending decisions and budgetary performance.
- Review full year management accounts and reconciliation to statutory accounts.
- Consider a budget position statement, at least termly, and to report significant anomalies from the anticipated position to the Trust Board.
- Approve revenue and capital expenditure as per the Scheme of Delegation.
- Review the indicative annual budget, as notified by the DfE.
- Approve the initial budget for the next academic year and recommend it to the Trust Board for final approval.
- Ensure the annual budget plan for all its academies has been prepared in line with the principles of 'Best Value' established by the Trust .
- Approve medium term financial projections in accordance with the requirements of the Trust's financial regulations
- Receive and approve quarterly, budget monitoring reports and management accounts which enable the current and predicted end of financial year situation of the Trust to be determined making any recommendations for subsequent actions as required.
- Approve or recommend to the Trustees appropriate action on changes to the budget of the Trust and the budgets of each Academy within the Trust during the financial year

Health and Safety

- Determine and agree the Trust health and safety policy ensuring the adequacy of H&S practice across the Trust.
- Monitor critical incident planning, H&S RIDDOR reporting, H&S accident reporting, statutory training and statutory compliance testing.
- Confirm valid fire and asbestos risk assessments are in place in the Trust.
- Receive a Health and Safety and accident report for each school and the Central office.
- Health & Safety will be a standing item on the F&R committee meeting agenda to include routine and statutory checks and compliance.
- Receive Critical Incident Plan updates.
- Review current health & safety policy procedures and how they can be improved.
- Support the improvement of Health & Safety initiatives throughout the Trust.
- Monitor all premises and health and safety issues.
- Review Trust policies as determined by the Trust Board (e.g., H&S, charging and remissions policy).

Estates and Capital Projects

- Receive notification of any large works on any of the school sites.
- Consider capital spend schedules under the School Condition Allocation funding terms and conditions.
- Agree projects annually and receive updates on the progress of agreed capital projects.
- Oversee the planned maintenance programme.
- Agree to the submission of bids.
- Consider buildings and capital planning projects and advise Trust Board over strategy.

Membership

Membership shall consist of **two Trustees** and a maximum of **five Trustees**, one of which shall be appointed as Chair on an annual basis by the Board (voting).

Up to **two expert members** with appropriate expertise appointed by the Trust Board (non-voting).



In Attendance

Executive Principal (CEO), CFO and Head of Operations.

Quorum

Quorum for the Committee will be two members with voting rights.

4. Human Resources Committee

Purpose: The Human Resources committee is responsible for directing the people agenda across the Trust by approving the annual HR Plan. Ongoing reviews will be undertaken throughout the academic year to ensure the elements of HR Plan are appropriate and compliant to all aspects of employment legislation and the ongoing development of all employees.

The Committee will be tasked to: -

- Review the Trust's HR policies and procedures to ensure legal compliance and appropriateness to meet the Trust strategic objectives. The Committee will recommend to Trust Board for approval or refinement.
- Review Executive Team and Principals process for the completion of the annual salary review process to ensure full compliance and communication of outcomes.
- Receive reports and dashboards to illustrate progress on the People Plan at each meeting.
- Agree the communications and Human Resource strategies for the Trust.
- Review staffing model and proposed changes to staffing structures during the year, advising the Trust Board accordingly.
- Ensure the implementation and future development of the Trust 'Let's Talk People' strategy.
- Consider the quality and consistency of provision for staff development and its impact upon the quality of learning.
- Review the effectiveness and progress of the Teach Central initiative.
- Receive updates on employment law, case law and its effect on HR Practice within the Trust and to receive an annual presentation from the Trust Retained legal advisors on any changes on Employment Law.
- Review the Trust's Central records to ensure rigorous safeguarding practices in relation to recruitment process and pre-employment checks.
- Ensure a robust Trust Performance Review Policy is in place and procedures are implemented across the Trust.
- Ensure the implementation of the Trust Pay Policy, as agreed by the Remuneration Committee.
- Consider pay review recommendations/re-grades of senior staff to ensure a consistent application of Job Evaluation and allowances to minimise equal pay risk across the organisation as per the scheme of delegation.
- Consider any other matters as requested to do so by the Board.
- Review at least once a year to the Board its constitution and Terms of Reference and recommend any changes necessary to the Board.

Membership

Membership shall consist of **two Trustees** and a **maximum of five Trustees**, one of which shall be appointed as Chair on an annual basis by the Trust Board (voting). The Chair to the Committee will have delegation to take decisions under the Power of Urgency as outlined in the Articles of Association (article number).

Up to **two expert members** with appropriate expertise appointed by the Trust Board (non-voting).

In Attendance

Executive Principal (CEO), CFO and Chief Operating Consultant.



Quorum

Quorum for the Committee will be two members with voting rights.

5. Remuneration Committee

Purpose: The Remuneration Committee is responsible for supporting the Board's responsibilities for ensuring the highest standards of corporate governance in the remuneration, performance and succession planning of the EP (CEO) and the other Senior Executives in the Trust. The Chair of the Committee (the **Chair**) is appointed by the Trust Board on an annual basis. The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

The Committee will be tasked to: -

- Undertake the preparing and submitting of recommendations to the Trust Board for the adoption of an appraisal/performance management policy, pay policy, policy for authorising claims for expenses from the directors.
- Review the Executive Pay Policy.
- Operating in accordance with the statutory appraisal regulations for the Executive Principal (CEO) as follows.
- Determine whether the outcome of the Executive Principal (CEO)'s appraisal meets the criteria for pay progression as covered under the adopted pay policy.
- Recommend and monitor the level and structure of remuneration for Senior Management
 - when setting the remuneration policy for directors, review and have regard to pay and employment conditions across the Trust, especially when determining annual salary increases.
- Sample the Performance Reviews of the Central staff group who sit outside the schools' appraisal structures.
- Receive and consider any Performance Review appeals for the Central staff group.
- Support the Executive Principal (CEO) with the annual report to the Trust Board on appraisal arrangements and outcomes for Board ratification.
- Review the on-going appropriateness and relevance of the remuneration policy.
- Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Trust, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- Oversee any major changes in employee benefits structures throughout the company.
- Work and liaise as necessary with all other Board committees to deal with any other matters relating to pay, appraisal and employment as may from time to time be delegated by the Trust Board.
- Hear any confidential Reporting Disclosure.
- Hear Central staff appeals on grievance and redundancy.
- Hear any other appeal referred by the Trust Board.
- Make appropriate comments and recommendations on such matters to the Board of Trustees.
- Implement guidance on the conduct of appeals issued by the Secretary of State as it applies to Academies.
- Carry out any activity authorised by these Terms of Reference.
- Seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.
- Obtain, at the Trust's expense, outside legal or other professional advice on any matters within its Terms of Reference
- Advise the Board of Trustees on all matters related to the Performance Management and Remuneration of the Trust's Executive Team.



Membership

Membership shall consist of **two Trustees** and a **maximum of five Trustees**, one of which shall be appointed as Chair on an annual basis by the Trust Board (voting).

Quorum for the Committee

Quorum for the Committee will be two members with voting rights.

6. Education and Standards Committee

Purpose:

To provide oversight of the Trust's delivery of education - curriculum, quality and standards towards our mission of supporting social justice through exceptional schools. Through the Standards Committee, the Trust seeks to challenge our school leadership teams and Trust Executive Team to develop and sustain the highest standards of teaching and learning thereby achieving outcomes which compare favourably with national standards and match the ambitions of learners, members of staff, parents and carers.

The Committee will be tasked to (roles and responsibilities):

- Provide the Trust Board with a Chair's summary on the main decisions taken and any recommendations requiring Trust Board approval following each meeting of the Committee.
- Scrutinise progress and attainment targets for each academy and ensure they are appropriate.
- Monitor and review the impact of Trust strategies for:
 - Our Distinctive Culture
 - Improving the Quality of Education (Curriculum, Teaching and Learning)
 - Assessment
 - Overall school improvement and processes in place for quality assurance and peer review
 - Central Professional Learning, Research and Development
 - Safeguarding
 - Curriculum
 - Behaviour
 - Attendance
 - Trust priority strategies (eg. Reading, SEND, Disadvantaged and Vulnerable).
- Hold the Executive team to account for academic standards, the quality of education, behaviour, and attendance across the Trust.
- Receive and review summative information on the performance of all schools in the trust on attainment, progress, quality of teaching, behaviour and attendance, comparing this to national figures and considering trends over time.
- Scrutinise and identify any areas of concern in respect of standards and performance, including for SEND and Disadvantaged Learners and other key vulnerable groups and to monitor impact of intervention strategies and action plans.
- Monitor and review all risks associated with standards and performance on the Central region Schools Trust Risk Register and escalate any concerns to the Board of Trustees.
- Through the Executive, oversee the curriculum in each school, ensuring that the intent, implementation and impact is clear, evaluated and documented at a local level.
- Oversee the setting of performance targets, action plans, and the performance assessment process for leadership.



- Monitor the effectiveness of Local School Governing Boards in ensuring support and challenge for school Principals in delivering excellence of education at each school.

Meetings

- Meetings shall be held not less than three times a year (to coincide with key dates in the Trust's performance reporting cycle)
- Where decisions within the remit of the committee are required between formal meetings, they will be agreed by email between members of the Standards Committee.

Minutes

The Governance Professional to the Trust Board and/or Committee will take the minutes.

Review

The terms of reference will be reviewed annually, by the full Trust Board

Membership

Membership shall consist of **three Trustees** one of which shall be appointed as Chair on an annual basis by the Trust Board (voting).

Quorum

Quorum for the Committee will be two members with voting rights.

In Attendance

Trust EP CEO, CFO, SBa, SMC, Trust School Improvement Partner

Up to two expert members with appropriate expertise may be co-opted by the Board but will not be entitled to vote.

7. Audit and Risk Committee

Purpose: To ensure there is a framework of accountability for examining and reviewing all systems and methods of internal and external control covering financial and educational matters including risk analysis and management; and ensure the charitable Trust is compliant with all aspects of the law, relevant regulations, and good practice. The committee will ensure annual accounts are produced in accordance with the requirements of the Companies Act 2006, Charity Commission, Academies Trust Handbook and in conjunction with DfE guidance issued to Academy Trusts.

The Committee will be tasked to:

- Receive annual summary reports provided by the internal and external auditors on areas reviewed by the audit, covering key findings, recommendations, and conclusions.
- Review the annual accounts and auditor's report and recommend to the Trust Board.
- Maintain communication with key people such as the Board Chair, EP (CEO), Finance Director, the Internal Auditor and the External Audit lead partner.
- Advise on the adequacy and effectiveness of the Trust's strategic processes of internal control, and its arrangements for risk analysis and management, internal and external control and governance, and the securing of economy, efficiency and effectiveness (value for money) including setting appropriate levels of financial delegation.
- Advise on the production of the annual Governance Statement.



- Advise on the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, identification of levels of error, and management's letter of representation to the external auditors.
- Review the planned activity and results of both the internal and external audit plans and the outcomes of such plans.
- Review the adequacy of management response to issues identified by audit activity, including external audit's management letter and to advise senior management on any additional or alternative steps to be taken.
- Review, where appropriate, the proposals for tendering for either Internal or External Audit services or for purchase of non-audit services from contractors who provide audit services and the appointment, re-appointment, dismissal and remuneration of the External Auditor and the Internal Auditor.
- Review whistle-blowing processes, and arrangements for special investigations; and periodically review its own effectiveness and to report the results of such a review to the Board with recommendations for any changes in its operation or remit.
- Ensure The Head of Internal Audit and the representative of External Audit has free and confidential access to the Chair of the A&R Committee.
- Receive a report summarising any significant changes to the organisation's strategic risks and a copy of the strategic/corporate Risk Register.
- Maintain oversight the Head of Internal Audit's Annual Opinion and Report.
- Maintain oversight of the Head Of Internal Audit's annual report and receive a progress updates summarising; key issues emerging from the work of internal audit, management response to audit recommendations and any resourcing issues affecting delivery of internal audit objectives. Receive a progress report (written/verbal) from the External Audit representative summarising work done and emerging findings (this may include, where relevant to the organisation, aspects of the wider work carried out by the National Audit Office, for example, value-for-money reports and good practice findings).
- Receive management assurance reports; and reports on the management of major incidents, "near misses", and any lessons learned.
- Receive a report on any proposals to tender for audit functions.
- Ensure termly meetings take place in November, March, and June or July, along with an annual audit meeting with the External Auditor.
- Review and draft annual report and accounts before recommendations are made for approval by the Board.
- Review effectiveness of the audit process, once it is complete.
- Ensure all allegations of fraud and irregularity are investigated appropriately.
- Ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant.
- Ensure additional services undertaken by the auditors is compatible with the audit independence and objectivity.
- Ensure there are no conflicts of interest between the Auditor and the Trust (other than in the ordinary course of business).
- Ensure the DfE is informed of any irregularities in financial issues.
- Review all systems and methods of control both financial and otherwise including risk analysis and ensure the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.
- Receive a report on co-operation between internal and external audit; and maintain oversight of the organisation's Risk Management strategy.
- Approve the external auditor's annual audit plan, ensuring it is consistent with the scope of the audit engagement.



- Review the effectiveness of the committee's membership, on an annual basis, ensuring the relevant skills and experience are available.
- Review the Trust's internal and external financial statements and reports ensuring that they reflect best practice.
- Review the adequacy of systems of internal financial control and reporting of findings to Trust Board.
- Liaise with the external auditor and review the nature and scope of each forthcoming audit ensuring the external auditor has the fullest co-operation of staff.
- Review the external auditor's findings, discuss any major issues arising and audit judgments, identify any levels of error and effectiveness of the audit.
- Monitor the management's responsiveness to the findings and recommendations of the Internal Auditor and Responsible Officer.
- Review any representation letter(s) requested by the External Auditor before they are signed-off by management.
- Review the proper management of the Trust's Risk Assessment process including Health and Safety and the DBS process.
- Review the financial statements of the company, including its annual and interim reports and management statements, reviewing significant financial reporting issues and judgements.
- Review the annual accounts and submission of reports to funding and regulatory bodies.
- Review the operation of the Trust's code of conduct for the Trust Board and Local Academy Governing Boards and the code of conduct for staff.
- Review the operation of the Trust's Whistleblowing Policy and policy on Gifts and Hospitality offered and received.
- Review the Trust's cyber security and have oversight of the procedures for detecting fraud.
- Review the systems and controls for the prevention of bribery and receipt of reports on non-compliance.
- Ensure meetings, where possible, coincide with key dates in the financial reporting and audit calendar.

Membership

The A&R Committee will comprise three Trustees, one of whom shall be appointed as Chair by the Board (voting) on an annual basis. AR&S committee members will not be members of the Trust's Finance and Resources Committee. At least once a year, the Committee should meet the external and internal auditors, without management being present, to discuss its responsibilities and any issues arising from the audit.

In Attendance

Trust EP CEO, COO, CFO, HoG. External and Internal Auditors. The Governance Professional to the Trust (HoG).

Quorum

Quorum for the Committee will be two members with voting rights.

Up to two expert members with appropriate expertise may be co-opted by the Board but will not be entitled to vote.

8. Local Academy Governing Board – Terms of Reference

Purpose: Local Academy Governing Boards are the third layer of academy governance for the Trust and have a detailed set of accountabilities and responsibilities across the Trust which is contained within the Scheme of Delegation and Trust's Articles of Association. Legal accountability for all aspects of the Academy lies with the Board of Trustees including finance, personnel, and premises.

The Local Governing Boards' role is to provide advice and support to an individual school within the Trust in order that it achieves its aims. The LAGBs are designed to enable key stakeholders to contribute to the life of the school and the Trust, aid its development, and promote the school within the community.

Responsibilities: The Local Governing Board will:

- Adhere to the Code of Conduct of the LAGB and the Seven Nolan Principles of Public Interest.
- Pursue the overarching vision and aims and distinctive culture of the Trust, learning from best practice and taking into account local circumstance, supporting social justice through exceptional schools in it's People, Places and Processes.
- Support and work with school leaders and the central team to ensure maintenance of safeguarding standards.
- Actively engage with Safeguarding, SEND, Stakeholder engagement and School Improvement.
- Obtain knowledge of the school, its standards, strengths, and weaknesses so that individual members can actively contribute to supporting improvements and maintaining outcomes for those pupils and community the school serves.
- Act as panel members on complaints panels, disciplinary panels, appeals panels, grievance panels, pupil exclusion panels and support with these to the wider Trust schools where appropriate.
- Undertake special link responsibilities, e.g., Safeguarding, SEND/Vulnerable pupils, and record visits appropriately.
- Undertake any tasks delegated to them by the Board of Trustees and ensure LAGB updates are provided to the Trust Board after each meeting.
- Actively engage with Governor Training including safeguarding and child protection, to ensure the highest standards of safeguarding are maintained.
- Actively aid in providing the Trust Board with an understanding of the individual contexts of schools within the trust.
- Undertake annual self-review and skills audit for continual oversight and development of the board, including knowledge of recruitment criteria and succession planning.
- Seek the advice of the Governance Professional where necessary where matters relate to governance, i.e., conflicts of interest, governor membership, attendance.

Constitution: The Local Governing Board should reflect the views of its stakeholders. As such, it should be suitably representational including staff members, and 2 elected parent members (the number of parental representatives is statutory and included within the Articles of Association).

The school will regularly communicate with parents, staff and community members in order to recruit new talent. Interested parties will be asked to send an expression of interest/application form to the Chair of the LAGB. Appointments are made via LAGB recommendation to the Trust Board.

Term of Office is 4 Years.

The LAGB Chair will be approved annually by the Board of Trustees; where a school has an Accelerated Improvement Board (AIB) in place, the appointment of the LAGB Chair will be undertaken by the AIB.

Trust Governor appointments will be made via LAGB recommendation for Trust Board approval.

The LAGB will hold **five** meetings per year, with the meeting clerked by the school's governance professional. The Governance Professional will maintain and publish a register of pecuniary interests of LAGB members. Meetings can be held remotely, where necessary, in line with the CRST Governor/Trustee Meeting Attendance Policy.

Any resolution must be determined by a majority of votes, with each Trust Governor present entitled to one vote. Equal division of votes will be decided by the Chair's casting vote. Associate members will not be entitled to vote.

The Governance Professional will produce minutes to the meeting within 10 working days of the LAGB meeting. Final adopted minutes will be uploaded to the Governor Hub portal.

All prospective members will be required to undertake vetting checks including an enhanced DBS and Section 128 register check, and every member must make an annual declaration of interest and the sign the Trust's Governance Code of Conduct.

Composition

Each Local Governing Board will comprise:

- A Chair, agreed by the Board of Trustees.
- The Headteacher or Head of School
- 2 parents of pupils currently in the school
- A Staff Governor
- 6 Trust Governors.
- Where applicable an additional Staff Member or Diocesan Member.
- School Leader – Ex Officio
- Member of Executive Team – Ex Officio
- Up to 7 Trust Appointed Governors*
- 2 Parent Governors – currently attending the respective school
- 1 Staff Governors –

It may also comprise:

Additional members appointed to the LAGB for specific purpose, including any member the Trust may appoint as it deems fit. These additional members will fulfil a role to the LAGB and may be appointed in line with skill need, succession planning and/or for a specific purpose i.e., expert advisor in area of requirement for the school i.e., Capital projects. Term of office for this type of role can be determined by the LAGB but should be for a minimum of 12-month term to a maximum of 4-year term.

Where there is a Head of School in post, there will be a standing invitation to the Executive Head.

Quorum: The quorum should be a minimum of 3 Trust Governors.

9. General Information for the Proceedings of Committee Meetings

- Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
- The quorum for the transaction of the business of the Committee shall be a majority of the Committee members 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 Directors of the Trust.
- Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.
- Each member present in person shall be entitled to one vote.
- Where there is an equal division of votes the Chair shall have a casting vote.



- A register of attendance shall be kept for each Committee meeting and published annually.
- Meetings of the Committee shall be called by the Governance Professional to the Committee at the request of the Committee Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting; supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.
- No person may act as Chair unless they are also a member of the Trust Board.
- All Board members are entitled to attend any committee meeting but will not be entitled to vote.
- Salaried executives may attend by invitation and may be asked to leave for certain items of business.
- The Committee may request any information it requires from any employee, external audit, internal audit or other assurance provider.
- The Committee may obtain, at the Trust's expense, outside legal or independent professional advice it considers necessary, normally in consultation with the Executive Principal (CEO) and/or the Trust Board, within its terms of reference.
- The Committee may investigate anything that threatens or adversely affects the accomplishment of the charity's aims and objectives, its assets, the reliability of all records and information, and its compliance with all relevant laws, regulations, policies and its governing instruments.
- While the Committee is advisory only, it is authorised by the Trust Board to investigate any activity within its terms of reference, and to seek any information it requires from staff who will co-operate with the committee in the conduct of its inquiries. The Committee is also authorised to obtain independent professional advice where it considers this necessary.
- The Committee may publish in the company's annual report details of any issues that cannot be resolved between the Committee and the Board.
- The Chair of the Committee has the right to call an additional meeting during the year should he or she feel this would be desirable.
- The Committee may ask any or all of those who normally attend but are not members of the Committee to withdraw to facilitate open and frank discussion of particular matters.
- The external auditor may request a meeting of the committee if they consider one necessary.
- Quorum: unless otherwise determined by the Board of Trustees, a quorum shall consist of two Trustee members with voting rights; in the event of a split decision, there will be no formal decision made and the item will be deferred for resolution with full committee quorum.

The EP (CEO) will ensure management systems are resourced to provide the necessary information to the Committee and, specifically, information will be produced to enable reviews to take place on:

- Inspection Dashboard reports to Trustees highlighting strengths and areas of concern.
- Evidencing Key Performance Indicators set by the Trust to hold the Leadership Team, whether Central Team or individual school, to account.
- Flagging DfE published reports on its investigations into Academy Trusts and the implications these have on managing CRST risks.
- The annual financial statements to the Trust Board for approval.
- Review considerations for the Board, and Members' approval at the AGM, in relation to the appointment, re-appointment and removal of the company's external auditor and the frequency of tendering.

Authority

The Committees are authorised by the Trust Board to make comments and recommendations on such matters, outlined in the Terms of Reference, to the Board of Trustees.

Reporting Procedures

Within 14 days of each meeting the Committee will:

- Produce and agree the draft minutes of its meetings.
- Provide a Trust Board update.
- Arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time
- Conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

Agenda and Minutes

The Governance Professional to the Committee will: -

- Circulate an agenda for each meeting and papers at least seven clear days before the committee meeting
- Circulate draft minutes via the Governor Portal within ten working days of each meeting. An actions list will be circulated alongside the minutes.
- Ensure a summary of items discussed will be shared with LAGBs.
- Ensure the summary of any decisions taken under Chair's Action are reported at the following meeting.

As per the Academy Trust Handbook 1.50:

The Trust will make available on request for public inspection: the agenda for every meeting of the trustees, local committees/governing bodies and committees, the approved minutes of each meeting and any report, document or other paper considered at each meeting.
