Central Region Schools Trust

Founded by the RSA

Central Region Schools Trust

Governance Terms of Reference

Contents

1. Members 2
2. Trust Board 3
3. Finance and Resources Committee 4
4. Human Resources Committee 5
5. Remuneration Committee Terms of Reference 6
6. Education and Standards Committee 7
7. Audit and Risk Committee 8
8. Local Academy Governing Board – Terms of Reference 9

1. Members

Members have a similar role to a company's shareholders and have key responsibilities for oversight of the Trust Board. Members may appoint Trustees and hold them to account for the governance of the Trust, including ensuring that the Trust's charitable objects are being fulfilled. Members should also be aware of their powers to support effective governance and remain informed about the Trust's performance, including by receiving the annual report and audited accounts. Members meet at least annually, including at the Trust's Annual General Meeting where required by the Articles of Association.

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

- Pass a special resolution to amend the Articles of Association.
- Pass a special resolution to appoint new Members or remove existing Members.
- Pass a special resolution to direct Trustees to take a specific action, where permitted by the Articles of Association and company law.
- 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 skills-based, non-representative board of Trustees. Trustees are charity trustees and company directors, collectively responsible for the Trust's governance, strategy, financial oversight, compliance and performance. The Board ensures clarity of vision, ethos and strategic direction; holds executive leaders to account for educational performance and staff performance management; and oversees financial performance to ensure public money is well spent. Trustees will act in accordance with the Academy Trust Handbook, DfE Academy Trust Governance Guide, Articles of Association, Scheme of Delegation, statutory requirements, Nolan Principles and Trust Code of Conduct.

Trust Board meetings will operate in line with the following:

- The quorum for Trust Board meetings and votes shall be three Trustees in office, present and entitled to vote.
- Trust committee membership will be agreed annually.
- Committee quorum will be as set out in the relevant Terms of Reference and general committee proceedings.
- LAGB Chairs are nominated by the LAGB and approved annually by the Trust Board; LAGBs elect their Vice Chair at the first autumn term meeting.
- Governance Professionals are determined by the Trust Board and confirmed each autumn term; any changes will be agreed with senior executive leaders and the Trust Board.
- In the absence of the Chair, Trustees or eligible members present will elect a Chair for that meeting in accordance with the Articles and relevant Terms of Reference.
- Committee Chairs will provide updates or verbal summaries to the Trust Board where required.
- Committees may invite advisers or staff, with the Executive Principal's agreement; invited attendees are non-voting unless formally appointed with voting rights.
- Trustees may attend committee meetings with prior notice to the Chair, but may vote only if appointed as voting members.
- Only appointed voting members may vote; where votes are equal, the Chair has a casting vote if they are a voting member.
- Meetings may be held remotely, in line with the Trust's Virtual Meeting Attendance Policy.
- The Trust Board can appoint up to two expert members with appropriate expertise as non-voting members for each sub committee.
- The Trust Board will receive annual assurance on the effectiveness of Local Academy Governing Boards, including self-evaluation, attendance, training and impact on school improvement

Chair's Action: Where an urgent decision is required between meetings for Trust Board or Sub Committees, the Chair of the Trust Board and/or Committee Chair, in consultation with the Executive Principal (CEO), may act within the Trust's Articles of Association, Scheme of Delegation, reserved matters and applicable policies. The decision, rationale and urgency will be reported to the next Committee meeting for noting or ratification.

3. Finance and Resources Committee

The Finance and Resources Committee supports the Trust Board by providing oversight and assurance on finance, resources, estates, capital planning and health and safety. It scrutinises financial planning, budget monitoring, procurement, estates compliance, insurance and resource allocation to ensure decisions are compliant, affordable, evidence-based and represent value for money. The Committee reports to the Trust Board on the Trust's financial position, key risks, resource implications and estates, capital and health and safety matters. It ensures items requiring Trust Board approval are clearly identified and supported by appropriate evidence, challenge and alignment with statutory requirements, financial regulations and the Scheme of Delegation. The Committee will review and monitor risks relevant to its remit, ensuring appropriate escalation to the Trust Board through the Trust's Risk Register

Financial Planning and Monitoring

- Review and recommend the annual budget, draft budgets, funding assumptions and three-year financial plan.
- Scrutinise management accounts, budget monitoring reports, forecasts and statutory account reconciliations, escalating significant variances, risks and recommendations to the Trust Board.
- Monitor the Trust and academy financial position against approved budgets, priorities and agreed performance indicators.
- Receive assurance from the Accounting Officer/ CEO and Chief Financial Officer on regularity, propriety, affordability, value for money, financial controls and compliance.
- Review finance policies and recommend approval to the Trust Board where required.
- Review, approve or recommend procurement, contracts, expenditure, budget changes, debt write-off and asset disposal within delegated authority, securing DfE approval where required.
- Review insurance arrangements annually and receive assurance on business interests, related party procedures and conflict management.

Health and Safety

- Review the Trust health and safety policy and recommend it to the Trust Board for approval.
- Receive assurance on Trust-wide health and safety compliance, including statutory testing, risk assessments, accident and RIDDOR reporting, training, critical incident planning and premises compliance.
- Review health and safety, accident and critical incident reports, escalating significant risks, incidents or trends to the Trust Board where required.
- Maintain health and safety as a standing agenda item and monitor themes, risks and improvement priorities.

Estates and Capital Projects

- In its estates role, the Committee will have regard to DfE Good Estate Management for Schools guidance and School Estate Management Standards.
- Review and recommend the estate vision, estate strategy and asset management plan, ensuring alignment with educational priorities, financial planning, sustainability and risk management.
- Receive assurance on estate condition, safety, suitability, statutory compliance, planned maintenance, significant premises risks and progress against the asset management plan.
- Review estates and capital proposals, capital spend schedules, School Condition Allocation priorities and capital bids, ensuring affordability, value for money, procurement compliance, sustainability and alignment with the Scheme of Delegation.
- Receive updates on approved capital projects, including progress, risks, budget position, health and safety implications and any required escalation to the Trust Board.
- Approve estates or capital expenditure only where delegated, securing DfE consent where required.

Membership: Membership shall consist of two Trustees and a maximum of five Trustees, one of whom shall be appointed as Chair on an annual basis by the Trust Board. Attendees are non-voting unless formally appointed.

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

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

4. Human Resources Committee

The Human Resources Committee supports the Trust Board in providing strategic oversight and assurance in relation to the Trust's People Strategy, workforce planning, employment policies, employee relations, wellbeing, recruitment, retention, safeguarding-related employment checks and compliance with employment legislation. The Committee reviews progress against the People Strategy, provides challenge and assurance, and recommends matters to the Trust Board for approval where required.

- Review the Trust's HR policies and procedures to ensure legal compliance, consistency and alignment with the Trust's strategic objectives, and recommend them to the Trust Board for approval where required.
- Review progress against the People Strategy at each meeting, using appropriate reports and dashboards to provide assurance, challenge and oversight.
- Review communications and Human Resources strategies for the Trust and recommend them to the Trust Board for approval where required.
- Review workforce planning, staffing models and proposed changes to staffing structures during the year, advising the Trust Board accordingly.
- Receive assurance on the implementation and future development of the Trust's "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 People Development Institute.
- Receive updates on employment law, case law and their effect on HR practice within the Trust, including an annual update from the Trust's retained legal advisers where appropriate.
- Receive assurance that recruitment and pre-employment checks, including the Single Central Record and safer recruitment processes, are compliant and applied consistently across the Trust.
- Receive assurance that the Trust Performance Review Policy and related procedures are implemented consistently across the Trust.
- Receive assurance on the implementation of the Trust Pay Policy, as agreed by the Remuneration Committee and approved by the Trust Board where required.
- Review the process for annual salary review outcomes, re-grades and allowances for senior staff to ensure consistency, compliance with the Scheme of Delegation, and effective management of equal pay risk.
- Consider any other matters requested by the Trust Board.
- Review its constitution and Terms of Reference at least annually and recommend any necessary changes to the Trust Board.
- The Committee will review and monitor risks relevant to its remit, ensuring appropriate escalation to the Trust Board through the Trust's Risk Register

Membership: Membership shall consist of two Trustees and a maximum of five Trustees, one of whom shall be appointed as Chair on an annual basis by the Trust Board. Attendees are non-voting unless formally appointed.

In Attendance: Executive Principal (CEO) and CFO.

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

5. Remuneration Committee Terms of Reference

The Remuneration Committee ("the Committee") is a committee of the Board of Trustees. It provides independent scrutiny and challenge in relation to executive pay and performance and makes recommendations to the Board**.**

Final decisions on executive pay are reserved to the full Trust Board; the Committee recommends only.

The Remuneration Committee supports the Trust Board in discharging its responsibilities for remuneration, performance and succession planning of the Executive Principal (CEO) and other senior executives. It ensures that recommendations on executive remuneration are transparent, proportionate, evidence-based, affordable, value for money and compliant with the Academy Trust Handbook and DfE guidance on executive pay.

- Review the Executive Pay Policy annually and recommend it to the Trust Board for approval.
- Oversee the CEO appraisal objectives and outcomes, review evidence and affordability, and recommend executive team remuneration packages based on evidence, policy, benchmarking, internal relativities, public sector context and value for money.
- Sample the Performance Reviews of the Senior Leadership Team who sit outside the schools' appraisal structures.
- Receive and consider any Performance Review appeals for the Senior Leadership Team.
- Work and liaise as necessary with other Board committees on matters relating to pay, appraisal and employment where delegated by the Trust Board.
- Hear any confidential reporting disclosure.
- Advise the Board of Trustees on matters relating to the performance management and remuneration of the Trust's Executive Team.
- Ensure robust documentation of evidence, challenge and rationale for recommendations.
- Advise on contractual terms on termination to ensure fairness and duty to mitigate.
- Commission independent advice where appropriate.

Membership: Membership shall consist of **two Trustees** and a maximum of **five Trustees**, one of whom shall be appointed as Chair on an annual basis by the Trust Board. Attendees are non-voting unless formally appointed.

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

6. Education and Standards Committee

Purpose: The Education and Standards Committee supports the Trust Board in providing strategic oversight, scrutiny, challenge and assurance in relation to educational standards, curriculum quality, safeguarding, attendance, behaviour, SEND, disadvantaged and vulnerable learners, and the impact of Trust improvement strategies. The Committee seeks assurance from executive leaders that the Trust is delivering its mission of supporting social justice through exceptional schools, and that outcomes, provision and improvement priorities are being monitored effectively across all academies.

- Provide the Trust Board with a Chair's summary following each meeting, highlighting key assurance points, risks, decisions taken under delegated authority and any recommendations requiring Trust Board approval.
- Scrutinise educational performance across the Trust, including attainment, progress, quality of education, behaviour, attendance and trends over time, with reference to relevant national benchmarks.
- Hold executive leaders to account for the quality and impact of Trust strategies relating to culture, curriculum, teaching and learning, assessment, school improvement, peer review, professional learning, safeguarding, behaviour, attendance, SEND, disadvantaged learners and vulnerable groups.
- Receive assurance on safeguarding culture, statutory safeguarding arrangements, safeguarding training, safer practice, emerging trends, risks and escalation, ensuring significant concerns are reported to the Trust Board where required.
- Receive assurance on provision, outcomes, attendance, behaviour, inclusion and the impact of interventions for SEND, disadvantaged learners and other vulnerable groups.
- Scrutinise and challenge areas of concern in relation to standards, performance, curriculum quality, attendance, behaviour and inclusion, including the impact of improvement plans and intervention strategies.
- Receive and review summative performance information for all academies, including attainment, progress, quality of education, behaviour and attendance, comparing performance to national figures and considering trends over time.
- Monitor risks associated with educational standards and performance on the Central Region Schools Trust Risk Register and escalate any significant concerns to the Trust Board.
- Through the Executive Team, seek assurance that the curriculum in each academy has clear intent, implementation and impact and is evaluated and documented at local level.
- Oversee the setting of educational performance targets, school improvement priorities and related assurance processes.
- Monitor the effectiveness of Local Academy Governing Boards (LAGBs) in providing support and challenge to school leaders in relation to educational standards and school improvement.
- Review its constitution and Terms of Reference at least annually and recommend any necessary changes to the Trust Board.

Membership: Membership shall consist of **two Trustees** and a maximum of **five Trustees**, one of whom shall be appointed as Chair on an annual basis by the Trust Board. Attendees are non-voting unless formally appointed.

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

In Attendance: Executive Principal (CEO), Director of Education and relevant senior executive leaders, Trust School Improvement Partner

7. Audit and Risk Committee

Purpose: To ensure there is a framework of accountability for examining and reviewing systems of internal control, internal scrutiny, external audit, risk management and compliance across financial, educational, digital and operational matters; and to ensure the charitable Trust is compliant with all aspects of the law, relevant regulations, DfE guidance and good practice. The Audit and Risk Committee will ensure annual accounts are produced in accordance with the requirements of the Companies Act 2006, Charity Commission, Academy Trust Handbook and DfE guidance and will receive assurance on the Trust's progress towards meeting the DfE's digital and technology standards for schools and colleges.

- Review the annual report, annual accounts and external auditor's report, and recommend them to the Trust Board for approval before submission to Members and relevant regulators.
- Review the Trust's accounting policies, significant financial reporting judgements, management representation letter and any issues arising from the external audit.
- Review the findings of the external audit, including any management letter points, significant errors, audit judgements and management responses.
- Review the planned activity, findings and effectiveness of internal scrutiny, including internal audit reports, progress updates, recommendations and management responses.
- Monitor the adequacy and effectiveness of the Trust's systems of internal control, financial control, governance, risk management and value for money arrangements.
- Receive and review the Trusts risk register, including significant changes to risks, key controls, mitigating actions and escalation to the Trust Board where required.
- Maintain oversight of arrangements for fraud, irregularity, bribery prevention, whistleblowing, gifts and hospitality, cyber security and special investigations, ensuring matters are investigated and reported appropriately.
- Receive assurance on the Trust's progress towards meeting the DfE's digital and technology standards, including digital leadership and governance, cyber security, filtering and monitoring, connectivity, cloud solutions, IT support, accessibility, device management, infrastructure, data protection, backup, disaster recovery and technology resilience arrangements.
- Receive assurance that filtering and monitoring arrangements are effective, regularly reviewed and linked to safeguarding governance, with relevant assurance shared with the Education and Standards Committee where appropriate.
- Review significant digital, cyber, data protection, business continuity and technology resilience risks through the Trust's risk management framework, ensuring appropriate escalation to the Trust Board where required.
- Review proposals for the appointment, reappointment, removal, remuneration or tendering of internal and external audit services, and advise the Trust Board where approval is required.
- Ensure auditor independence and objectivity, including reviewing any proposed non-audit services and ensuring any conflicts of interest are managed appropriately.
- Ensure internal and external auditors have appropriate access to the Audit and Risk Committee, including confidential access to the Committee Chair where required.
- Receive assurance reports on major incidents, near misses, lessons learned and other matters relevant to the Committee's remit.
- Ensure meetings, where possible, coincide with key dates in the financial reporting, risk and audit calendar.

Membership: The Audit and Risk Committee will comprise three Trustees, one of whom shall be appointed as Chair by the Trust Board on an annual basis. Audit and Risk Committee members will not be members of the Trust's Finance and Resources Committee. At least once a year, the Audit and Risk 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: Executive Principal (CEO), CFO, Head of Operations, external auditor and internal auditor as required. Attendees are non-voting unless formally appointed. **Quorum:** Quorum for the Committee will be two Trustee members with voting rights.

8. Local Academy Governing Board – Terms of Reference

Purpose: Local Academy Governing Boards (LAGBs) provide local oversight, support, challenge, stakeholder engagement and assurance to the Trust Board in accordance with the Scheme of Delegation, Articles of Association and these Terms of Reference. Legal accountability for the Trust and its academies rests with the Board of Trustees.

Responsibilities: The LAGB will:

- Uphold the LAGB Code of Conduct and the Seven Nolan Principles of Public Life.
- Promote the Trust's vision, culture and commitment to social justice through exceptional schools.
- Provide local support and challenge on school improvement, safeguarding, SEND, vulnerable pupils, attendance, behaviour, culture and community engagement.
- Receive assurance on safeguarding arrangements and escalate significant concerns through the Trust's governance structure.
- Develop local knowledge of the academy's standards, strengths, risks and improvement priorities.
- Undertake link governor roles and record visits in accordance with Trust procedures.
- Serve on complaints, disciplinary, grievance, appeals and pupil exclusion panels where delegated or requested by the Trust.
- Complete required training, including safeguarding and child protection training.
- Provide local contextual insight and meeting updates to support Trust Board assurance and decision-making.
- Undertake annual self-review and skills audit to support effectiveness, recruitment and succession planning.
- Seek advice from the Governance Professional on governance, compliance, conflicts of interest, procedures and the Scheme of Delegation.

Constitution: The LAGB should reflect its stakeholders and include appropriate local representation, including staff and two elected parent members, in accordance with the Articles of Association and Scheme of Delegation.

The school will support governor recruitment and succession planning through regular communication with parents, staff and community members. Appointments will be made in accordance with the Scheme of Delegation and Trust Board approval requirements.

Term of office is four years.

The LAGB Chair will be approved annually by the Board of Trustees. Where an Accelerated Improvement Board (AIB) is in place, arrangements for chairing or local governance oversight will be determined by the Trust Board in accordance with the Scheme of Delegation.

The LAGB will hold five meetings per year, clerked by the Governance Professional. The Governance Professional will maintain and publish the register of business and pecuniary interests. Meetings may be held remotely in line with the CRST Governor/Trustee Meeting Attendance Policy.

Decisions will be made by a majority of voting LAGB members present and voting. Each voting member has one vote. The Chair has a casting vote where votes are equal, provided the Chair is a voting member. Associate or non-voting members may not vote.

The Governance Professional will produce and circulate draft minutes within ten working days of the LAGB meeting.

Prospective LAGB members will complete appropriate suitability and vetting checks, including enhanced DBS and Section 128 checks where required. All LAGB members must make an annual declaration of interests and sign the Trust's Governance Code of Conduct.

Composition
Each LAGB will comprise:

- A Chair, approved annually by the Trust Board
- Principal - Ex Officio
- 2 Parent Governors (with pupils currently in the school)
- 1 Staff Governor
- 6 Trust Appointed Governors.
- Where applicable an additional Staff Member or Diocesan Member.
- Member of Executive Team – Ex Officio (where required)

Additional members may be appointed for specific skills, succession planning or specialist expertise. Unless appointed by the Trust Board as voting members, they will be non-voting, excluded from quorum, and serve a term set by the Trust Board or LAGB, normally between 12 months and four years.

Quorum: The quorum shall be three voting LAGB members, unless otherwise determined by the Trust Board or Scheme of Delegation. Non-voting or associate members do not count towards quorum.

Chair's Action: Where an urgent LAGB decision is required between meetings, the LAGB Chair, in consultation with the Principal, may act within the Trust's Articles of Association, Scheme of Delegation, reserved matters and applicable policies. The decision, rationale and urgency will be reported to the next LAGB meeting for noting or ratification.

9. Core Governance Procedures

Committee procedures, including agenda setting, circulation of papers, minute-taking, reporting timelines and publication requirements, will be set out in the Trust's Governance Procedures Framework and applied consistently across all committees.

Each committee will operate in accordance with the Trust's annual governance cycle, ensuring all statutory and assurance activities are completed and reported to the Trust Board in a timely manner.

Reports presented to the Trust Board and all sub committees will include clear performance data, identified risks, variance analysis and recommended actions, with defined escalation thresholds to the Trust Board.

All members must declare any conflicts of interest at the start of each meeting. Any member with a material conflict will withdraw from discussion and decision-making

All decisions taken under these Terms of Reference will operate within the Trust's Scheme of Delegation, with any reserved matters referred to the Trust Board