



Discovery Schools Academy Trust

Board Committee Terms of Reference 2017/18

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Date of approval

6/04/2017

Partnership and Governance Committee

Terms of Reference 2017/18

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

Committee membership

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

The committee will consist of a minimum of three Trustees. Additionally, up to two co-opted members may be appointed to the Committee by the Board of Trustees.

The Board may not co-opt an employee of the Trust if the result would be that the number of Committee members who are employees of the Trust (including the CEO) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights.

Members of the committee shall be appointed by the board annually. The Committee will be advised by (as required):

- Deputy CEO
- Head of Governance
- Service Managers

Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not be present where there is a potential conflict of interest.

Quorum and voting

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

Every matter to be decided at a meeting of the Committee will be determined by a simple majority. Where there is an equal division of votes the Chair shall have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least once per term.

Operation of meetings

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

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

Chairing

The Board of Trustees will appoint the chair (the Chair) annually.

In the absence of the Chair, the remaining members present shall elect a member to act as Chair for that meeting.

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

Clerking

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

Reporting responsibilities

Within 14 days of each meeting the Committee will:

- a) produce and agree minutes of its meetings;
- b) provide a 'Committee Report' identifying (Appendix 1 -Template Committee Report)
 - a. decisions made,
 - b. recommendations to the Trust Board,
 - c. any items for the information of the Trust Board and
 - d. items for further discussion by the Trust Board.
- c) The Committee Reports can be agreed by Committee members by email.
- d) The Committee Reports will be sent to the Trust Board members within 21 days following each Committee meeting.
- e) There may be excluded from the Committee Reports circulated to the full Trust Board any matters deemed confidential.

Committee Tasks

1. Partnerships

- a. Approve management board terms of reference and a scheme of delegation for each partnership.
- b. Hold the CEO/DCEO and Senior Leadership to account for the performance of partnerships.
- c. To receive local and national (where relevant) KPI data to review the performance of each partnership at least annually.
- d. To assess the effectiveness of the Trust in developing wider external partnership with other key partners such as other MATs, RSC, DfE.
- e. Appoint the Chair of the Management Board (ATSA and EPIC)

2. Governance

- a. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.
- b. Keep under review board succession planning.
- c. Be responsible for identifying and nominating for board approval, candidates to fill board vacancies as and when they arise.
- d. Make recommendations to the board on committee membership, in consultation with the chair of the committees.

- e. Approve Trust appointments to Cluster Strategic Boards, evaluating the balance of skills, knowledge, experience and diversity on the Board.
3. Monitor and review DSAT Risk Register: Partnership Risks and Governance, escalating concerns to the board.
4. To approve policies as determined by the Trust Board through the Trust Policy Framework.
5. To consider other areas, as determined by the Trust Board from time to time.

Review

The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

Education Standards Committee

Terms of Reference 2017/18

The role of the Education Standards Committee is to maintain an oversight of the Trust's curriculum, quality and standards.

Committee membership

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

The committee will consist of a minimum of three Trustees. Additionally, up to two co-opted members may be appointed to the Committee by the Board of Trustees.

The Board may not co-opt an employee of the Trust if the result would be that the number of Committee members who are employees of the Trust (including the CEO) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights.

Members of the committee shall be appointed by the board annually. The membership shall be

- Trustee: Education Specialist (as Chair)
- Trustee
- Trustee
- Trustee: CEO

The Committee will be advised by (as required):

- Director of School Improvement & Quality Assurance
- Director of Curriculum & Assessment
- Director of Teaching & Learning
- Cluster Leaders (as required)

Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not be present where there is a potential conflict of interest.

Quorum and voting

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

Every matter to be decided at a meeting of the Committee will be determined by a simple majority. Where there is an equal division of votes the Chair shall have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least once per term.

Operation of meetings

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

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

Chairing

The Committee will be chaired by the Trustee: Education Specialist.

In the absence of the Chair, the remaining members present shall elect a member to act as Chair for that meeting.

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

Clerking

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

Reporting responsibilities

Within 14 days of each meeting the Committee will:

- f) produce and agree minutes of its meetings;
- g) provide a 'Committee Report' identifying (Appendix 1 -Template Committee Report)
 - a. decisions made,
 - b. recommendations to the Trust Board,
 - c. any items for the information of the Trust Board and
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Committee Tasks

- 6. Approve, monitor and review the impact of Trust strategies for:
 - a. Curriculum
 - b. Assessment
 - c. School Improvement and processes in place for quality assurance and peer review
 - d. Teaching & Learning
 - e. CPD
 - f. Safeguarding curriculum
- 7. Hold the CEO and Senior Leadership to account for academic standards, the quality of teaching, behaviour and attendance across the Trust.
- 8. To receive and review the consolidated KPIs on attainment, progress and quality of teaching, behaviour and attendance (Input SOAP).
- 9. To identify any areas of concern in respect of standards and performance, including SEND, Disadvantaged Pupils and other key vulnerable group, and to monitor intervention strategies and action plans.
- 10. Review Ofsted reports and post-Ofsted school specific action plans and make recommendations to the Cluster Boards as appropriate.
- 11. Monitor and review DSAT Risk Register: Pupil Performance Risks and escalate concerns to the board.

12. To approve policies as determined by the Trust Board through the Trust Policy Framework.
13. To consider other areas, as determined by the Trust Board from time to time.

Review

The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

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Finance & Risk

Terms of Reference 2017/18

The role of the Finance & Risk Committee is to provide financial oversight and scrutiny of the Trust, ensuring good financial management, effective internal controls and compliance with the Trust Funding Agreement, Academies Financial Handbook and DSAT financial regulations.

Committee membership

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

The committee will consist of a minimum of three Trustees of the Board. Additionally, up to two co-opted members may be appointed to the Committee by the Board of Trustees. The Board may not co-opt or appoint an employee of the Trust to this committee.

Members of the committee shall be appointed by the board annually. The membership shall be

- Trustee: Finance Specialist (as Chair)
- Trustee
- Trustee
- Co-opted committee member
- Co-opted committee member

The Committee will be advised by:

- Finance Director
- CEO & Accounting Officer

Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not be present where there is a potential conflict of interest.

Quorum and Voting

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

Every matter to be decided at a meeting of the Committee will be determined by a simple majority. Where there is an equal division of votes the Chair shall have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least three times per year.

Operation of meetings

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

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

Chairing

The Board of Trustees will appoint the chair (the Chair) annually.

In the absence of the Chair, the remaining members present shall elect a member to act as Chair for that meeting.

The Chair of the board shall not be Chair of the Committee.

Clerking

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

Reporting responsibilities

Within 14 days of each meeting the Committee will:

- k) produce and agree minutes of its meetings;
- l) provide a 'Committee Report' identifying (Appendix 1 -Template Committee Report)
 - a. decisions made,
 - b. recommendations to the Trust Board,
 - c. any items for the information of the Trust Board and
 - d. items for further discussion by the Trust Board.
- m) The Committee Reports can be agreed by Committee members by email.
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Committee Tasks

1. Finance

- a) To review the Trust's proposed annual aggregate budget to ensure that it has been prepared in accordance with DSAT guidance and that it presents a balanced position for the coming year, taking into account the confirmed level of funding and agreed priorities of DSAT.
- b) To recommend the aggregate budget for approval by the Trust Board drawing to their attention any matters of concern or significance.
- c) To review the financial implications on the budget and the consistency of application of the operation of the Trust's Pay Policy and Performance Management Policy.
- d) To review and approve aggregate medium term financial projections for the Trust for presentation to the Board alongside the initial budget, drawing to their attention and matters of concern or significance.
- e) To approve a capital and revenue reserve policy for the Trust, monitoring Trust and constituent academies compliance against the policy and agreeing actions to bring the level of reserves into line with the level identified by the trustees as being appropriate where there is a variance.
- f) To receive and consider termly aggregate budget monitoring reports and review appropriateness of proposed adaptive / corrective action.
- g) To contribute to the formulation of the overall DSAT strategic plan, through the agreement of DSAT financial budget assumptions.
- h) To agree DSAT's overall programme of capital expenditure.
- i) To receive a summary of individual schools' write-off of debts to ensure compliance with prevailing DSAT and DfE regulations.

2. Audit

- a) To appoint an internal audit service for the Trust and agree the scope of its work.
 - b) To receive copies of individual schools' internal audit reports, as requested, to provide assurance on the school's adherence to Trust wide financial policies, procedures and regulations, and to ensure that adequate financial controls are in place and operating satisfactorily. The Committee should only review specific actions where High Priority recommendations have been made.
 - c) To review and approve the Trust's consolidated annual accounts prior to submission. The Committee should satisfy itself that DSAT guidance has been adhered to in the accounts preparation process and that an appropriate set of accounting policies have been applied.
 - d) To receive the annual audited accounts and audit certificate for all funds and trading organisations operated by the Academy, in accordance with Companies Act and Charity Commission requirements and recommend to Board.
 - e) To consider the recommendations made by the external auditor in their Management Letter following the audit of the Trust's annual statutory accounts and advise the Board on any action needed.
 - f) To recommend to the Trust the appointment or reappointment of the external auditors of the Trust.
 - g) To review annually the Register of Business Interests for all Trust Directors and corporate DSAT staff and to take appropriate action should issues be apparent.
 - h) To annually review and approve the Trust's Financial Scheme of Delegation and Financial Regulations.
3. Monitor and review DSAT Risk Register: Finance & Estates Risks, escalating concerns to the board and agreeing a programme of work to address, and provide assurance on, those risks.
 4. To approve policies as determined by the Trust Board through the Trust Policy Framework.
 5. To consider other areas, as determined by the Trust Board from time to time.

Review

The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

Remuneration Committee

Terms of Reference 2017/18

The role of the Remuneration Committee is to maintain an oversight of the Trust's approach to remuneration and pay progression.

Committee membership

The membership will consist of between 3 and 5 Trustees, none of whom are employees of the Trust.

Members of the committee shall be appointed by the board annually.

Only members of the committee have the right to attend committee meetings. However, other individuals such as the CEO, the Director of Finance and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not be present where there is a potential conflict of interest.

Quorum and Voting

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

Every matter to be decided at a meeting of the Committee will be determined by a simple majority. Where there is an equal division of votes the Chair shall have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least once per year.

Chairing

The Committee shall at the first meeting of each academic year elect a chair from among their number (the Chair). In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.

The Chair of the board shall not be Chair of the committee.

Clerking

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

Reporting responsibilities

Within 14 days of each meeting the Committee will:

- a) produce and agree minutes of its meetings;
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Committee Tasks

1. To review, approve and monitor strategy and policies on performance management, remuneration and conditions of service for Trust schools, CEO and Central Team.
2. To ensure the Board has a senior management succession plan which minimises the risk to business continuity in the event of resignations or long term absence.
3. To consider the outcome of performance management and approve pay recommendations of the Chief Executive Officer.
4. To review, approve and monitor Headteacher and Cluster Leaders pay recommendations made by the CEO.
5. To review and monitor the effectiveness of performance management and pay awards for schools in the Trust.
6. To review and monitor the effectiveness of annual performance management and pay awards for the Central Executive.
7. To hear appeals in relation to disciplinary, grievance and pay for senior Central Executive Team, Cluster Executive Leaders and Headteachers.
8. To review, approve and monitor special staff severance payments above the statutory or contractual entitlement. (payments over £50k must be authorised by EFA).
9. To approve HR policies as determined by the Trust Board through the Trust Policy Framework.
10. To consider other areas, as determined by the Trust Board from time to time

Review

The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

Appendix 1: Committee Report to the Board Template

Committee: (committee name)	
Committee chair:	(name)
Date of last meeting:	(day month year)
Date of next meeting:	(day month year)
Decisions made: 1. (item) 2. (item) 3. (item)	
Recommendations to the board: 4. (item) 5. (item) 6. (item)	
Items for information 7. (item) 8. (item) 9. (item)	
Questions for the board: 10. (item) 11. (item) 12. (item)	
Other Notes: 13. (item) 14. (item) 15. (item)	

Submitted by:

Date: