



Discovery Schools Academy Trust

Board Committee Terms of Reference 2017/18

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Date of approval

September 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 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

Committee members will attend committee meetings. Those required to advise this committee may be invited to attend meetings. Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and voting

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

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

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities 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 appoint a 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 through the clerk will:

- a) produce and agree draft 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) Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a "confidential matters minute" as part of the Committee's minutes

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. (This process can be carried out via email and reported at the subsequent committee meeting)
- 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. (This process can be carried out via email and reported at the subsequent committee meeting)
3. To review DSAT Admissions arrangements and recommend for Trust Board for approval.
4. Monitor and review DSAT Risk Register: Partnership Risks and Governance, escalating concerns to the board.
5. To approve policies as determined by the Trust Board through the Trust Policy Framework.
6. 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.

Along with all other chairs of committee, a review of their performance will be completed annually

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)

Committee members will attend committee meetings. Those required to advise this committee may be invited to attend meetings. Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and voting

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

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

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities 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 appoint a 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 through the clerk will:

- a) produce and agree draft 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) Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a "confidential matters minute" as part of the Committee's minutes

Committee Tasks

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

7. To approve policies as determined by the Trust Board through the Trust Policy Framework.
8. 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.

Along with all other chairs of committee, a review of their performance will be completed annually

Finance, Audit & Risk Committee (FAR)

Terms of Reference 2017/18

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

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: Trustee with proven and relevant financial expertise (as Chair)
- Trustee
- Trustee
- Co-opted committee member
- Co-opted committee member

The Committee will be advised by:

- Finance Director
- CEO & Accounting Officer

Committee members will attend committee meetings. Those required to advise this committee may be invited to attend meetings. Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and Voting

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

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

Frequency of meetings

The committee will meet 3 times a year. Additional meetings may be required and these will be arranged so that all those required to attend are given reasonable notice.

Operation of meetings

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

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

Chairing

The Committee will appoint a chair (the Chair) annually. The Chair should be a Trustee with proven and relevant financial expertise.

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

Clerking

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

Reporting responsibilities

Within 14 days of each meeting the Committee through the clerk will:

- f) produce and agree draft 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
 - d. items for further discussion by the Trust Board.
- h) The Committee Reports can be agreed by Committee members by email.
- i) The Committee Reports will be sent to the Trust Board members within 21 days following each Committee meeting.
- j) Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a "confidential matters minute" as part of the Committee's minutes

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 recommendation to the Board, drawing to their attention any matters of concern or significance.
- e) To approve a capital and revenue reserve policy for recommendation to the Trust Board, monitoring Trust and constituent academies compliance with the policy and agreeing actions that need to be taken to bring the level of reserves into line with the level identified by the trustees as being appropriate.
- 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 DSAT strategic plan, advise as to the financial implications of any proposed developments.
- h) To approve the DSAT Estates Strategy and overall programme of capital expenditure annually.
- a) To receive a summary of individual schools' "large item" or "debts" to be written-off to ensure compliance with prevailing DSAT and DfE regulations.

2. Audit

- a) To appoint an internal audit service for the Trust and agree the scope 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 Members the appointment or reappointment of the external auditors of the Trust.
- g) To review annually the Register of Business Interests for all Trustee 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 appropriate Financial Regulations.

3. Risk

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

- a) Monitor and review the risk management and internal control systems, and its process of monitoring and reviewing to ensure they are functioning effectively and that corrective action is being taken where necessary.
- b) Monitor and review termly the DSAT Risk Register and escalate key risks to the Trust Board for the Board to agree a programme of work to address, and provide assurance on those risks.
- c) Monitor and review DSAT Risk Register: Finance & Estates Risks, escalating concerns to the board and agreeing a programme of work to address, and provide assurance on, those risks.

4. To approve policies as determined by the Trust Board through the Trust Policy Framework, which include but are not limited to Whistleblowing, Anti-Fraud, Conflicts of Interests and Crisis Management.
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.

Along with all other chairs of committee, a review of their performance will be completed annually.

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.

Committee members will attend committee meetings. Those required to advise this committee may be invited to attend meetings. Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and Voting

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

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

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities 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.

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

Clerking

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

Reporting responsibilities

Within 14 days of each meeting the Committee through the clerk will:

- a) produce and agree draft minutes of its meetings;
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- e) Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a “confidential matters minute” as part of the Committee’s minutes

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 Leasers 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.

Along with all other chairs of committee, a review of their performance will be completed annually

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: