



Discovery Schools Academy Trust

Board Committee Terms of Reference 2019/20

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Date of approval

June 2019 for 2019/20 academic year

Partnership and Governance Committee

Terms of Reference 2019/20

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

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by (as required):

- Deputy CEO
- Head of Governance
- Service Managers

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

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, typically 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 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 have the necessary background and/or qualifications to undertake the role effectively. 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
 - 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 presented to Trustees at the subsequent Board 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

Delegated Responsibilities

1. Partnerships

- a. Approve management board terms of reference and a scheme of delegation for each partnership (as required).
- 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. To review the outcome of the annual partnership survey and priorities.
- f. To review the partnership needs of the trust and any potential developments

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 Governing 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. To review the Trust Growth Strategy and make recommendations on partner schools to the Board.
5. To review Pupil Parliament priorities and impact.
6. To review the Trust Parental Engagement strategy and whole Trust priorities identified through school parental surveys.
7. To review the Trust Wraparound Care Strategy, annual priorities and impact
8. Monitor and review DSAT Risk Register: Partnership Risks, ICT and Governance, escalating concerns to the board.
9. To approve policies as determined by the Trust Board through the Trust Policy Framework. 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 submit any proposed changes to the Board for approval.

Education Standards Committee

Terms of Reference 2019/20

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

Committee membership

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

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by (as required):

- Director of Primary Education
- School Improvement Partner
- CEO

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

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 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, typically 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 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 have the necessary background and/or qualifications to undertake the role effectively. 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
 - 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 presented to Trustees at the subsequent Board 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

Delegated Responsibilities

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 (Input SOAP).
3. To receive and review education, leadership, safeguarding and wellbeing KPIs.
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 trust wide intervention strategies and action plans.
5. Review Ofsted reports and post-Ofsted school specific action plans.
6. Monitor and review DSAT Risk Register and KPIs: Pupil Performance, Leadership, Pupil Wellbeing and Safeguarding 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 submit any proposed changes to the Board for approval.

Finance, Audit & Risk Committee (FAR)

Terms of Reference 2019/20

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

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by:

- Finance Director
- CEO & Accounting Officer

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

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 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 have the necessary background and/or qualifications to undertake the role effectively. 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
 - 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 presented to Trustees at the subsequent Board 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

Delegated Responsibilities

1. Finance

- a) To review and approve the Trust's proposed annual aggregate budget for approval by the Trust Board drawing to their attention any matters of concern or significance.
- b) 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.
- c) To approve a revenue reserve policy for recommendation to the Trust Board, monitoring Trust 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.
- d) To approve a Trust Investment Policy to manage, control and track financial exposure, and ensure value for money.
- e) To receive and consider termly aggregate budget monitoring reports and review appropriateness of proposed adaptive / corrective action.
- f) Receive benchmarking reports identifying outliers/issues and make recommendations regarding necessary action to achieve value for money.
- g) To approve the DSAT Estates Strategy and resulting outline programme of capital expenditure annually
- h) 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 recommend to the Members the appointment or reappointment of the external auditors of the Trust.
- 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 Trust, 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 regularly monitor outstanding audit recommendations from whatever source and ensure any delays to agreed implementation dates are reasonable.
- g) To review internal Quality Assurance outcomes.
- a) To review annually the Register of Business Interests for all Trustee and corporate DSAT staff and to take appropriate action should issues be apparent.
- b) 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 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.
 - d) To monitor the effectiveness of contingency and business continuity planning
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 submit any proposed changes to the Board for approval.

Human Resources (HR) Committee

Terms of Reference 2019/20

The role of the HR Committee is to provide the Board with assurance concerning all aspects of strategic workforce and organisational development. The Committee will maintain an oversight of the Trust's approach to remuneration, pay progression, terms and conditions of employment and workforce related policy.

Committee membership

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

All Trustees are members of the Committee with full voting rights however the board will appoint three principle trustees to the committee annually. Additionally, up to two co-opted members may be appointed by the Committee for an agreed timescale (single meeting or for the academic year). The Committee may not co-opt an employee of the Trust. Co-opted members of the Committee will have full participation rights.

The Committee will be advised by:

- Director of Operations
- CEO

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

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, typically twice a year.

Chairing

The Committee will appoint a chair (the Chair) annually. The Chair should have the necessary background and/or qualifications to undertake the role effectively. 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.

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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 - d. items for further discussion by the Trust Board.
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Delegated Responsibilities

1. To review, approve and monitor strategy and policies for workforce and organisation development including 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 the Chief Executive Officer’s performance management and approve any pay recommendation consistent with the latest guidance stated in the Academies Financial Handbook.
4. To review, approve and monitor Cluster Leaders pay recommendations made by the CEO.
5. To review and monitor Headteacher pay recommendations made by the and Cluster Leader and moderated by the CEO.
6. To review and monitor the effectiveness of performance management and pay awards for schools in the Trust.
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 ESFA).
9. To review key workforce performance indicators, including: sickness absence, disciplinary data, staff turnover and achievement of key performance indicators.
10. To approve HR policies as determined by the Trust Board through the Trust Policy Framework. To take an overview of the equality and diversity policy and achievement of equality objectives.
11. The committee is responsible for the risks delegated to it via the Corporate Risk Register. The committee should determine if the appropriate level of risk has been identified, review the effectiveness of the controls, review and challenge the strength of the assurances provided.
12. To monitor staff engagement and experience, reviewing the staff survey and related actions to support the delivery of strategic plan to be the ‘Employer of Choice’.
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 submit any proposed changes to the Board for approval.