



Special Partnership Trust



Sub-Committee

Terms of Reference 2021/22

Date Last Reviewed: September 2021

Review Date: September 2022



Special Partnership Trust

## Pay Committee – Terms of Reference

### Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Board**) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies – Curnow, Pencalenick (including ARBs), Nancealverne, Doubletrees, Orchard Manor.**

In order to support the effective operation of the Trust and the Academies, the Board has established two trust committees to work across all schools and one LGB per school to which it has delegated certain elements of its powers and functions. These terms of reference set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established two committees:

- School Improvement & Standards
- Resources, Estates & Audit

The Trust have delegated functions to the Local Governing Body:

- Pupil welfare
- Safeguarding
- Pupil Progress

Local Governing Bodies are established by the Board to support the effective operation of the Academies (**LGBs**), together with the **Board Committees**.

The Board will review these Terms of References together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

## **1 Establishing the Committees**

1.1 The Board has resolved to establish the following Board Committees as committees of the Board:

- School Improvement & Standards and Resources, Estates & Audit committee.

1.2 The Board has resolved to establish LGBs for its Academies each with delegated role and responsibilities of the Board. An LGB may act in respect of two or more Academies. The current list of LGBs and the Academies in which they operate is set out in Appendix 1 'SPT Governance Summary'. An LGB is not accountable or has authority, the Trustees are responsible and accountable as per the Trust Articles.

1.3 The Board has resolved to assign link trustees to each of the schools and ARBs as an additional point of contact and support.

## **2 Membership – Board Committees**

2.1 Each Board Committee shall have a minimum of three members and maximum of five members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).

2.2 The Board will appoint and remove all Board Committee members.

2.3 The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.

2.4 The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 1 'SPT Governance Summary'.

2.5 The Trustees recognise the overriding principles of the Academies Trust Handbook (ATH) published by the EFA and that the Resources and Estates Committee and Audit Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing this Committee the Board will adhere to the principles of the ATH and:

- 2.5.1 staff employed by the Trust will not be members of the Board Committee, but may attend meetings to provide information and participate in discussions; and
- 2.5.2 the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

## **3 Membership – LGBs**

3.1 The membership of an LGB is set out in Terms of Reference for LGBs.

## **4 Chairs of Committees**

4.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee.

4.2 Subject to paragraph 4.3, each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the board committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.

4.3 No person may act as Chair of a Board Committee under paragraph 4.1 unless they are also a Trustee.

4.4 Subject to paragraph 4.5:

4.4.1 the LGB Members shall, at the first meeting every two academic years, appoint an LGB Member to act as Chair of the LGB;

4.4.2 the LGB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair if the Vice-Chair is not available.

4.5 No person may act as Chair under paragraph 4.4 if they are an employee of the Trust.

## **5 Authority, remit and responsibilities of the Committees**

5.1 Each Committee shall be responsible for the matters as set out in Appendix 2.

5.2 Each Committee is authorised by the Board to:

5.2.1 carry on any activity authorised by these Terms of Reference; and

5.2.2 seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.

## **6 Proceedings of Resources, Estates & Audit Committee and School Improvement & Standards Committee meetings**

6.1 The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

6.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

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

6.4 The quorum for the transaction of the business of Committee meetings shall be three Committee members.

6.5 The Executive Director shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.

6.6 The Trust shall ensure that a clerk is provided to take minutes at meetings of the LGBs.

6.7 Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.



- 6.8 Each Committee member present in person shall be entitled to one vote.
- 6.9 Where there is an equal division of votes the Chair shall have a casting vote.
- 6.10 A register of attendance shall be kept for each Committee meeting and published annually.
- 6.11 Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
- 6.12 References in paragraph 6 to the “Chair” shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

## **7 Conduct of Committee members**

- 7.1 All Committee members shall observe at all times the provisions of the Trustee’s code of conduct which is annually signed at the first meeting of the year.

## **8 Committee Members’ Interests**

- 8.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- 8.2 Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
- 8.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;
  - 8.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
  - 8.2.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

## **9 Disqualification & Removal of Committee Members**

- 9.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
- 9.1.1 is or becomes disqualified from holding office under the Trust’s Articles of Association;
  - 9.1.2 is or becomes disqualified from holding office as a governor of a school or academy;
  - 9.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
  - 9.1.4 is barred from any regulated activity relating to children;

- 9.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- 9.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- 9.1.7 has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
- 9.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
- 9.1.9 commits a serious breach of the Trust's code of conduct or any standing order or protocol implemented by the Board;
- 9.1.10 resigns his/her office by notice in writing to the relevant Chair;
- 9.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGB Member by written notice to the relevant Chair.

## **10 Reporting Procedures**

- 10.1 Within 14 days of each meeting each Committee will:
  - 10.1.1 produce and agree minutes of its meetings;
  - 10.1.2 7 days prior to the meeting provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board, together the **Committee Minutes**.
- 10.2 The Committee minutes can be agreed by committee members by email.
- 10.3 The Committee Minutes will be sent to the Board within 21 days of each Committee meeting.
- 10.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.
- 10.5 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

## Appendix 1 –See SPT Governance Summary

## Appendix 2 - Powers & Functions Delegated

### Remit and Responsibilities of the Resource, Estate and Audit Committee

The powers and functions delegated by the Board to the Resource, Estate & Audit Committee are as set out below.

#### **External Audit**

- 1 To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- 2 To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- 3 To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.
- 4 To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- 5 To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- 6 To review the performance of the external auditor on an annual basis.
- 7 To recommend to the Board the appointment/re-appointment of the external auditor.
- 8 To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

#### **Internal Audit**

- 9 To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
- 10 To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- 11 To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

#### **Financial Management & Policies**

- 12 To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Board, paying particular attention to:

- critical accounting policies and practices, and any changes in them
  - decisions requiring a major element of judgement
  - the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
  - the clarity and transparency of disclosures
  - significant adjustments resulting from the audit
  - the going concern assumption
  - compliance with accounting standards
  - compliance with DfE and legal requirements.
- 13 To review the Trust’s policy and procedures for handling allegations from whistleblowers.
- 14 To review the Trust’s policies and procedures for handling allegations of fraud, bribery and corruption.
- 15 To receive reports on the outcome of investigations of suspected or alleged impropriety.
- 16 To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- 17 To ensure that any significant losses are investigated and reported to the DfE/EFA where required.
- 18 To review the Trust’s risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
- 19 To review the adequacy and robustness of risk registers.
- 20 To keep under review the adequacy and effectiveness of the Trust’s governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (eg from the National Audit Office).
- 21 To review all risk and control related disclosure statements, in particular the Trust’s annual “Statement on Internal Control”, together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.
- 22 To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.
- General**
- 23 To review or investigate any other matters referred to the Finance, Personnel and Estate Committee by the Board.
- 24 To draw any significant recommendations and matters of concern to the attention of the Board.

### **Funding**

- 25 To consider each of the Academies indicative funding, notified annually by the DfE/EFA and to assess its implications for the relevant Academy. This will be in consultation with the Finance manager together with the Head teacher of the relevant Academy, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.
  
- 26 To consider and recommend acceptance or non-acceptance of the Academies budgets each financial year.

### **Budgeting**

- 1 To contribute to the formulation of the Academies strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant Head Teacher and with the stated and agreed aims and objectives of the relevant Academy.
- 2 To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Academies' strategic plans.
- 3 To liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters being considered by them.
- 4 To consider the spending plans of other committees and report back and advise the Board.
- 5 To delegate the day to day management of the approved budget relevant to the Head Teacher, within agreed authorisation limits.
- 6 To consider requests for supplementary expenditure and make appropriate recommendations to the Board.
- 7 To consider and act upon matters not covered by other sub-committees.
- 8 To review financial policy including consideration of long term planning and resourcing in accordance with each of the Academies' development plans.

### **Expenditure**

- 9 To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Academies, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Board.

### **Financial Procedures**

- 10 To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.

- 11 To prepare the financial statement to form part of the annual report of the Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH).

#### ***Health & Safety***

- 12 To receive each term, the relevant Head Teachers Health and Safety report and advise as necessary.
- 13 To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

#### ***Asset Management***

- 14 To receive reports from the relevant Head Teacher on the management of assets including premises and their security.
- 15 To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy.

#### ***Property Management***

- 16 To determine the use of the Academies premises and grounds outside Academies sessions with regard to the lettings and charging policy.
- 17 To ensure that the Academies premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.
- 18 To ensure the responsibilities of the Board under the Environmental Protection Act are met.
- 19 To advise the Board on environmental issues to ensure the Academies are acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

#### ***Grievances***

- 1 To consider staff grievances where there is a referral under the grievance procedure adopted by the Board. A panel comprised of members of the Committee will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the adopted procedure.
- 2 To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Board. The Committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the adopted policy.

#### ***Staff Discipline/Dismissals***

- 3 Under the disciplinary or capability procedures for the Head Teacher adopted by the Trust Board, to consider formal action against the Head Teacher and for a panel comprised of members of the Board Committee to make a determination as provided for under either procedure. The Board Committee will be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.

- 4 Under the disciplinary or other relevant procedures (e.g. relating to capability, staff reductions or incapability due to ill-health) adopted by the Board, to make any determination that any member of staff employed at an Academy should be dismissed from their post.
- 5 Before taking a decision on dismissal, to give the member of staff concerned an opportunity to make representations on the proposed action and to consider those representations at a formal meeting conducted in accordance with the relevant adopted procedure.
- 6 Where it is determined that a member of staff should be dismissed, to ensure that the member of staff is notified of the decision, the reason for it and that the member of staff has a right of appeal against the decision.

#### ***Staff Appeals***

- 7 Under the disciplinary procedure or capability procedure adopted by the Board, to consider any appeal against a sanction short of dismissal issued by the Head Teacher or by the staff discipline/dismissal Committee to a member of staff employed at the Academy.
- 8 Under the disciplinary or other relevant procedures (e.g. relating to capability, redundancy or incapability due to ill health) adopted by the Board, to consider any appeal against a decision of the staff discipline/dismissal Committee to dismiss from their post a member of staff employed at the Academy.
- 9 To consider appeals under other procedures as may from time to time be delegated by the Trust Board, including appeals under the Academy's adopted Pay Policy.

#### ***Personnel***

- 10 To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Academies.
- 11 To advise on the strategic planning of human resources.
- 12 To monitor the communication and consultation of policies and processes to staff and review feedback.
- 13 To advise on the means of achieving active participation by staff in policy development.
- 14 To advise and recommend revisions to those policies which affect staff including, but not limited to, those which relate to recruitment, retention, record-keeping, induction, training, allegations against staff, equalities, discipline and grievance, professional conduct, professional development, charging and remissions, training, performance management, management of stress, trade unions, whistle-blowing and pay.
- 15 To ensure the legal requirements for NQT induction are complied with.
- 16 To hear, consider and make any initial decisions about matters relating to the discipline of staff or staff grievances in accordance with adopted procedures.

- 17 To carry out a review of the staffing establishment whenever there is a vacancy and at least once per year in relation to the staffing element of the Academy development plan.
- 18 To advise the Board on the appointment of the relevant Head Teacher.
- 19 The Board delegate the appointment of supply staff and temporary staff appointed for one term, and non-teaching staff to the relevant Head Teacher.
- 20 Non-teaching staff, appointed to support children with special needs, will be appointed in consultation with the Key Stage Lead (as relevant) and Head Teacher.

### ***Remit and Responsibilities of the School Improvement & Standards Committee***

#### **Constitution**

- 1 The Special Partnership Trust Board of Directors has resolved to establish a Standards Committee to advise the Board on matters relating to the Trust's curriculum, quality and standards.
- 2 The Committee is responsible to the Trust Board.
- 3 The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

#### **Authority**

- 4 The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.
- 5 The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

#### **Main Duties**

To monitor and advise the Trust Board by written report each term on the following:

- 6 Data on attainment and achievement for all of the Trust's academies;
- 7 School improvement work and leadership;
- 8 Overall performance of each of the academies;
- 9 Leadership standards;
- 10 Governance effectiveness.

To monitor and advise the Board on:

- 11 The Trust quality improvement and intervention strategies and plans;
- 12 Partnership working and Outreach work;
- 13 The performance and effectiveness of the ARBs and Boarding provision
- 14 Admissions;
- 15 Safeguarding arrangements;
- 16 Community engagement.

## Detailed Responsibilities

### Curriculum and Quality

- 17 The Trusts' statutory requirements in relation to the curriculum offer across the Trusts' and each Academy.
- 18 The Trust's policies in relation to its Curriculum Statement;
- 19 To determine and update relevant strategies relating to the above.

### Performance and Standards

- 20 To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the School Improvement/Trust Development Plan.

### Self-Assessment and Review

- 21 To receive information on curriculum and quality issues for all the Trust's Academies;
- 22 To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Quality Improvement Plans and strategies;
- 23 To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of the Trust or each Academy.

