



Cromwell Learning Community Academy Trust Membership and Terms of Reference

Reviewed and Adopted: 23rd September 2021
Current version as at: 23rd September 2021

Academy Trust Membership

2021/2022 Academic Year

Members			
Yva Alexandrova Petrova			
Nicola Taman			
Annette O'Neill			
Natasha Williams			
Trustees			
Name	Category	Appointing body	End of office
Rubina Darr	Trustee - CEO		
John Thompson	Trustee	Members	31.12.2023
Carol Parkinson	Trustee	Members	31.12.2023
Ava Sturridge-Packer	Trustee	Members	31.12.2023
Barbara Jacques	Trustee	Members	31.12.2023
Ellen Osborne	Trustee	Members	17.06.2023
Accounting Officer:			
Chief Financial Officer:			
Clerk to the board:	Vicky Saundry		
Auditors:	Felton's		

Chair of trustees: John Thompson **Vice Chair of trustees:** Carol Parkinson



Trust Board Meeting Schedule

2021 to 2022

Term	Date	Time	Meeting	Venue
Autumn	23 rd September 2021	4:00pm	Trust Board – Set Up Meeting, documents to be completed and returned	Virtual
	20 th October 2021	1:00pm	LGG - Pay	Virtual
	8 th December 2021	4:00pm	Finance & Audit	Virtual
	15 th December 2021	4:00pm	Trust Board – Auditors to attend	Cromwell
	15 th December 2021	6:00pm	AGM	Cromwell
Spring	19 th January 2022	4:00pm	Finance & Audit	Virtual/Cromwell
	16 th February 2022	1:00pm	LGG	Virtual/Cromwell
	2 nd March 2022	4:00pm	Finance & Audit	Virtual/Cromwell
	30 th March 2022	4:00pm	Trust Board	Virtual/Cromwell
Summer	28 th April 2022	4:00pm	Finance & Audit	Virtual/Cromwell
	4 th May 2022	1:00pm	LGG	Virtual/Cromwell
	15 th June 2022	4:00pm	Finance & Audit	Virtual/Cromwell
	13 th July 2022	4:00pm	Finance & Audit	Virtual/Cromwell
	13 th July 2022	5:00pm	Trust Board	Virtual/Cromwell

Roles and Responsibilities

Trustees must have the skills, knowledge and experience to run the academy trust. Understanding the difference roles will help ensure the trust complies with legal and contractual duties.

Members have a similar role to shareholders of a company limited by shares. They:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up

Trustees* should focus on three core functions:

- ensuring clarity of vision, ethos and strategic direction
- holding the executive leaders to account for the educational performance of the organisation and its pupils, the performance management of staff
- overseeing and ensuring effective financial performance

The Academies Trust Handbook 2021 stresses the importance of Trustees taking ownership with regards to assessing the academy trust's ability to continue as a going concern.

Academy trusts must not have de facto trustees (defined in appendix 1 of the Charities SORP) or shadow directors (defined in section 251(1) of the Companies Act 2006).

**Trustees of the academy trust are both charity trustees and company directors. These terms of reference refers to them as trustees. However, in some academy trusts, such as church academies, those on the board are known instead as 'directors'. In church academies, the term 'trustees' is reserved for those on the board of the separate trust owning the land.*

Academy Trust Handbook

The Academies Trust Handbook sets out the financial management requirements that apply to academy trusts. Academy trusts must comply with the handbook as a condition of their funding agreement. It provides an overarching framework for implementation of effective financial management and control.

[Academy Trust Handbook 2021](#)

NB: Academy trusts completing financial statements for the period ending 31 August 2021 should refer to the 2020 edition of the handbook.

Governance Handbook/Competency Framework for Governance

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook, which describes the following features of effective governance and will aid compliance with the Academies Trust Handbook:

Governance Handbook October 2020

Competency Framework for Governance January 2017

Terms of Reference

The board of trustees and its committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management. Board meetings must take place at least three times a year (and business conducted only when quorate). **If the board meets less than six times a year it must describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings.**

The board has delegated functions to the committees as detailed. Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The quorum for meetings is specified in the trusts articles of association.

Committees

Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The Governance Professional will undertake the clerking of the committees.

The committee minutes shall be included as an agenda item for consideration/information at the next meeting of the board of trustees appropriate.

All decisions made by committees with delegated powers should be reported to the next meeting of the board of trustees. If the minutes are not finalised a brief statement of the conclusions reached should be given.

The chair of the committee will be appointed at the first board of trustees/committee meeting of the academic year.

Committees will have delegated powers to approve policies as relevant to that committee.

The board cannot delegate overall responsibility for the academy trust's funds. However, it must approve a written scheme of delegation of financial powers that maintains robust internal controls.

Review of committees and delegation

The board of trustees must review the committee structure, terms of reference for each committee and the membership of each committee on an annual basis.

Virtual meeting arrangements

The board of trustees has approved the use of "virtual attendance" at meetings (approved at trust board meeting on 13th September 2021). Meetings are to be held in a hybrid style of both virtual and face to face, with an understanding changes to meeting format or setting may need to be changed with a minimum of 24hrs notice in the current climate.

For full details, please refer to the Virtual Governance Policy.

Top 10 'musts' for chairs and other trustees

Personal responsibilities

- Apply highest standards of conduct and ensure robust governance, comply with charitable objects, with duties as company directors, with charity law and the funding agreement

Structures

- Ensure the board of trustees meets at least three times a year, and conducts business only when quorate
- Approve a written scheme of delegation of financial powers

Relationships

- Manage conflicts of interest, be even-handed with related parties, and ensure goods or services provided by them are at no more than cost, beyond the limits as specified in the Academies Trust Handbook

Money and oversight

- Ensure the board approves a balanced budget for the financial year and minutes their approval
- Share management accounts with the chair of trustees monthly, with the other trustees six times a year, and consider when the board meets, taking action to maintain financial viability
- Ensure decisions about executive pay follow a robust evidence-based process reflecting the individual's role and responsibilities, and that the approach to pay is transparent, proportionate and justifiable
- Appoint an audit committee (either dedicated or combined with another committee) to advise on the adequacy of the trust's controls and risks

Accountability and audit

- Submit audited accounts to ESFA by 31 December
- Ensure an appropriate, reasonable and timely response to findings by auditors, taking opportunities to strengthen financial management and control

Local Governing Board (LGB)

The remit of LGB'S (and their name) will vary. The delegations below are suggestions and would need to be amended to reflect individual settings. Generally, LGB's DO NOT approve budget or oversee H&S. In National MATS, local governors may be involved in redundancy processes, staff disciplinarys but in the local MATS this is ordinarily done at Board level.

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none">➤ Championing the MAT vision and values➤ Monitoring the use of school budget against outcomes / school improvement plan / national benchmarks (termly)➤ Conducting school visits (termly)➤ Reviewing SCR (termly)➤ Receive termly HT report and challenge school leaders on progress towards Trust set targets for outcomes➤ Oversee the quality of education / experience of pupils at the school (termly)➤ Pupil Exclusions (as and when)➤ Oversee website compliance (annually)➤ Hold school leaders to account (termly)➤ Ensuring MAT policies are used and applied, particularly for SEND, Safeguarding, pupil premium, sports premium (through the link governors - termly report to LGB)➤ Support in performance management of the Head Teacher / Principal (annually)➤ Review the individual academy risk register (at least annually - termly better)➤ Consider parental complaints in line with policy (as and when)➤ Support in the appointment of new head teacher (usually just the chair)	
<i>Any item referred by the board of trustees</i>	
Membership	
<ol style="list-style-type: none">1. Rubina Darr2. Julie fisher3. Aqila Samimy4. Mana Noor5. Shaida Parveen6. Vacancy7. Vacancy8. Vacancy	
<i>Quorum as per articles of association - 50%</i>	
Chair of Committee	Mana Noor
Governance Professional	Vicky Saundry

Finance, Audit & Risk Committee

The academy trust must establish an audit committee, appointed by the board. Trusts with an annual income over £50 million must have a dedicated audit & risk committee. Other trusts must either have a dedicated audit committee or can combine it with another committee. The audit committee should meet at least three times a year.

The committee has responsibility delegated by the board of trustees to:

- Agree and direct a programme of work annually to deliver internal scrutiny that provides coverage across the year.
- Internal scrutiny must be independent and objective and must not be performed by the trust's own accounting officer, chief financial officer or other members of the senior leadership or finance team
- Agree who will perform the work.
- Consider reports at each meeting from those carrying out the programme of work
- Consider progress in addressing recommendations.
- Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations.
- Have access to the external auditor as well as those carrying out internal scrutiny, and consider their quality.
- Review the risk register to inform the programme of work, ensuring checks are modified as appropriate each year, inc. business continuity plans and cyber-security (furthermore, the risk register must be reviewed by the full board at least once per year).
- Review the fixed asset register.
- Assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor's reappointment or dismissal or retendering. Trusts should retender their external audit contract at least every five years.
- Report to the board on the adequacy of the trust's financial and other controls and management of risk (This must include controls around non-financial risks as well financial ones).

Any item referred by the board of trustees

The committee has responsibility delegated by the board of trustees to:

Finance:

- Review/approve all policies relevant to finance and roles of the committee.
- Approve the annual budget and present it to the board of trustees for ratification.
- Approve the budget forecast return outturn (BFRO) and present it to the board of trustees for ratification.
- Approve the three-year budget forecast return (BFR3Y) and present it to the board of trustees for ratification.
- Receive and review monthly management accounts (*Management accounts must be shared with the chair of trustees every month irrespective of the trust's size, and with the other trustees six times a year*)
- Ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure.
- Select key financial performance indicators and measure its performance against them regularly, including analysis in its annual trustees' report as explained in the Accounts Direction.
- Ensure that any investment risks are properly managed.
- Approve expenditure and virements of sums over **£10,000**, sums below that amount are delegated to the Head Teacher/Principal.
- Assess the financial progress towards achieving the objectives in the school improvement plan.

- Review and approve a written scheme of delegation of financial powers that maintains robust internal controls.
- Publish on trust's website the number of employees whose benefits exceeded £100k, in £10k bandings. The document outlining executive pay levels could be prepared in tandem with the annual report and accounts, and shared with Trustees prior to the accounts and this document being published on the Trust's website.
- Have oversight/approval of special staff severance payments in line with internal financial responsibility

Procurement

- Ensure that spending has been for the purpose intended and there is probity in the use of public funds.
- Ensure spending decisions represent value for money.
- Ensure internal delegation levels exist and are applied.
- Ensure a competitive tendering policy is in place and applied, and where necessary Official Journal of the European Union (OJEU) procurement thresholds are observed.
- Ensure professional advice is obtained where appropriate.
- Ensure requirements for managing related party transactions are applied across the trust.
- Ensure that 'at cost' requirements are adhered to.
- Review of leases and contracts.
- Obtain quotations with a view to placing contracts/orders, once the relevant committee has drawn up a specification.

Any item referred by the board of trustees

Membership

1. Rubina Darr
2. John Orchard
3. Carol Parkinson
4. Barbara Jacques

Quorum as per articles of association - minimum of 3

Chair of Committee

Carol Parkinson

Governance Professional

Vicky Saundry

Personnel Committee

The committee has responsibility delegated by the board of trustees for hearing:

- Staff grievance and discipline (in line with school policies)
- Staff dismissal, redundancy and redeployment
- Staff capability/management of absence

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the member of staff

Minimum of three members required

Chair of Committee

To be elected at each meeting

Governance Professional

Vicky Saundry

Pupil Discipline Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ Review the use of exclusions within school, including exclusions of more than 15 school days and exclusions which would result in a pupil missing the opportunity to take a public exam ➤ Receive and consider any representations lodged by parents of pupils who have been excluded for a fixed term or permanently ➤ Comply with exclusion procedures in accordance with DfE and ESFA guidance 	
<i>Any item referred by the board of trustees</i>	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents or pupils 	
<i>Minimum of three members required</i>	
Chair of Committee	To be elected at each meeting
Governance Professional	Vicky Saundry

Complaints Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ At the relevant stage hear any complaint made under the school complaints procedures 	
<i>Any item referred by the board of trustees</i>	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the complainant 	
<i>Minimum of three members required</i>	
Chair of Committee	To be elected at each meeting
Governance Professional	Vicky Saundry

Appeals Committee

The committee has responsibility delegated by the board of trustees for hearing appeals with regard to:	
<ul style="list-style-type: none"> ➤ Pay ➤ Redundancy ➤ Staff grievance ➤ Leave of absence - if appropriate ➤ Staff dismissal ➤ Any Item referred by the full governing board 	
<i>When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision</i>	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the appellant 	
<i>Minimum of three members required</i>	
Chair of Committee	To be elected at each meeting
Governance Professional	Vicky Saundry

Pay Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none">➤ Undertake functions in relation to appraisal and pay progression as determined in the pay policy➤ ensure that decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. The board must discharge its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable.	
<i>Committee to meet once per year in the autumn term</i>	
Membership	
<ol style="list-style-type: none">1. Aqila Samimy2. Mana Noor3. Carol Parkinson <i>Minimum of three members required.</i>	
Chair of Committee	To be elected at each meeting
Governance Professional	Vicky Saundry

Head Teacher/Principal Appraisal

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none">➤ Meet the external advisor to discuss the Head Teacher's performance targets➤ Decide whether targets have been met and set new targets annually➤ Recommend pay progression to the relevant committee and in accordance with the pay policy➤ Undertake mid-year monitoring of the Head Teacher's performance against targets	
Membership	
<ol style="list-style-type: none">1. Carol Parkinson2. John Orchard3. Ava Sturridge-Packer <i>Minimum of two members required</i>	
Chair of Committee	To be elected at each meeting
Governance Professional	TBC

Selection Panel

The panel has responsibility delegated by the board of trustees for the:	
<p>➤ Selection of the head teacher/principal and deputy head teacher/vice principal (Guidance on this process will be provided by your school improvement partner)</p> <p><i>The appointment must always be ratified by the board of trustees</i></p>	
Membership	
<p>1. 2. 3.</p> <p><i>Minimum number of members as per appointment of staff delegations. All members must be available at all stages of the process</i></p>	
Chair of Committee	To be elected at each meeting
Governance Professional	

Special Responsibility Governors

Safeguarding/Child Protection trustee *	Julie fisher
SEND trustee	Mana Noor
Health and Safety trustee	Rubina Darr
Safer Recruitment trustee	Rubina Darr
Whistleblowing trustee**	
Website	Rubina Darr
Standards pupil Progress	Aqila Samimy

*In accordance with Keeping Children Safe in Education 2021 'Governing bodies and proprietors should have a senior board level (or equivalent) lead to take leadership responsibility for their schools or college's safeguarding arrangements.' The DfE have confirmed that this can be a member of staff, but that person must be a member of the board as well (for example, the headteacher or a staff governor) and that this must be a separate person from the DSL, in order to ensure there is sufficient challenge to the organisation's safeguarding arrangements and performance.

** In accordance with the Academies Trust Handbook 2021 'The trust should appoint at least one trustee and one member of staff who other staff can contact to report concerns.'

Items Delegated to an Individual(s)

Delegation of expenditure and virements

That sums below £10,000 be delegated to the head teacher/principal.

Disposal of surplus stock

Delegated to Head Teacher/Principal with the approval of the chair of the board of trustees.

Delegation of Suspension

That suspension be delegated to the chair of the board of trustees in instances where the head teacher/principal is the person in question or involved in the case. That the chair of the board of trustees be given delegated powers to lift the suspension after taking advice from Human Resources or any other organisation providing the service to the school.

Approval for Expenditure

The chair of the board of trustees or chair of Finance, Audit & Risk committee be given approval for expenditure above the set limit prior to the next committee meeting - **only in cases of emergency**

Appointment of Staff (ensure no appointment is carried out by one person alone)

Lunchtime/Cleaning/Administration Support Staff	<ul style="list-style-type: none">• Head Teacher/Principal or Deputy Head Teacher/Vice Principal• Post Line Manager
Educational Support Staff	<ul style="list-style-type: none">• Head Teacher/Principal• 1 trustee
Business Manager	<ul style="list-style-type: none">• Head Teacher/Principal• 2 trustees
Teaching Staff	<ul style="list-style-type: none">• Head Teacher/Principal• 1 trustee
Senior Management Team* <i>* Head Teacher and Deputy Head Teacher appointments must be ratified by the relevant body.</i>	<ul style="list-style-type: none">• Head Teacher/Principal• 2 trustees