

# **East Midlands Academy Trust**

## **Committee Terms of Reference**

**'Every child deserves to be the best they can be'**

Scope: East Midlands Academy Trust & Academies within the Trust	
<b>Version: V1</b>	<b>Filename:</b> EMAT Committee Terms of Reference
<b>Approval: July 2024</b> <i>Approved by the Trust Board</i>	<b>Next Review: July 2025</b> <i>This Policy will be reviewed by the Trust Board annually.</i>
<b>Owner:</b> East Midlands Academy Trust Board of Trustees	<b>Union Status:</b> Not Applicable

Policy type:	
Statutory	Replaces Academy's current policy

RevisionDate	Revisor	Description of Revision
July 2024 V1	A Rigler	Bringing all committee Terms of Reference into one document. Simplifying the document for ease of use. Including Terms of Reference for Chairs Forum and Pupil Parliament.

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# 1. Members Terms of Reference

## 1.1 Purpose

Members of the Trust are the ‘guardians’ of EMAT. Whilst the Trustees will manage the daily operations of the Trust, they are accountable to the Members in maintaining the values as set out in the articles of association. There is a distinct separation between the Trust’s Members’ Board and the Trustee Board.

## 1.2 Membership

There will be a minimum of 3 Members but ideally 5 or more. An employee of the Trust cannot be a Member and the majority of Members must not be Trustees.

## 1.2 Meetings

- Members meet formally at least once in each academic year, at the Annual General Meeting (AGM).
- Members will elect one of their number to chair the meeting.
- Minutes of the meeting will be shared with Members and made available to the public.
- Administrative support will be provided by the Trust.
- Agendas will be circulated to Members and meeting attendees at least 5 working days prior to the meeting.
- The meeting will be quorate if the majority of Members are in attendance.
- All Members have equal voting rights.
- Informal meetings can be held at the discretion of the members.
- Members can attend governance meetings when agreed in advance with the chair of each committee.

## 1.4 Responsibilities

- Be a ‘guardian’ of the Trust by safeguarding and promoting its values and ethos.
- Ensure that the Trust meets its charitable objective and acts in accordance with its Articles of Association.
- Hold the Trust Board to account for the effective governance of the Trust.
- Support and advocate for, the Trust.
- Direct the Trustees, where deemed appropriate, to take a specific action.
- Appoint Trust auditors and receive the Trust’s audited accounts.
- Meet at least once, at the Annual General Meeting (AGM) in each academic year.
- May review and amend the Articles of Association of the Trust when required.
- May change the Objects of the Trust as set out in the Articles of Association (which would require Charity Commission and Secretary of State consent).
- May change the structure of the Trust Board and appoint and remove Trustees.

- May appoint and remove new Members.
- May change the name of the Trust and ultimately pass a resolution to wind up the Trust.

## 2. Trust Board Terms of Reference

### 2.1 Purpose

To provide:

- Strategic leadership of the Academy Trust
- Accountability and assurance
- Strategic engagement

### 1.2 Authority

The Trust Board is directly accountable to the Members for the operational management of the Trust.

### 1.3 Membership

The membership of the Board of Trustees is set out in EMAT's Articles of Association. There shall not be less than 3 Trustees and a maximum of 12.

The Board shall appoint a Chair and Vice Chair, the term of office being one year.

### 1.4 Meetings

- The Trust Board will meet at least three times a year. Minutes of the meeting will be shared with the board and made available to the public.
- Administrative support will be provided by the Trust.
- Agendas will be agreed by the Chair of the Board, based on the pre-agreed annual schedule of activity and papers will be circulated to Trustees and meeting attendees at least 5 working days prior to the meeting.
- The CEO, Deputy CEO and Head of Education also attend each meeting but do not have a vote. Other members of the Executive Leadership Team are invited to present as appropriate.
- The Board will be quorate if at least any three trustees, or where greater one third (rounded up) of the total number of Trustees holding office are present.
- All Trustees have equal voting rights. In the event of an equal division of votes, the Chair of the Board shall have a casting vote.

### 1.5 Responsibilities

1.5.1 The Trust Board is the decision-making body and is accountable and responsible for all the academies in the Trust. It has three main functions:

- Ensuring the clarity of the vision, ethos and strategic direction.
- Holding the Executive Leadership team to account for the educational performance of the academies and their pupils, the effective and efficient performance management of staff.

- Overseeing the financial performance of the academies and making sure that money is well spent.

1.5.2 The Trust Board will provide confident, strategic leadership in setting EMAT's strategy and championing its vision and culture through:

- Initiating and leading strategic change and overcoming strategic challenges, acting in the best interests of pupils.
- Defining medium and long term trust wide strategic goals, including development and improvement priorities.
- Monitoring and reviewing progress rigorously against agreed strategic goals and their effective implementation.
- Managing risk appetite and tolerance in line with strategic priorities and improvement plans.
- Embedding appropriate strategies and risk management at every level of governance.
- Informed decisions on whether to form, join or grow a group of academies, supported by strong due diligence, in line with the trust's strategic plan.

In doing so it:

- Must act in line with the Trust's charitable objects, company and charity law and funding agreement.
- Must act in accordance with its governing documents.
- Will have a full understanding of the communities EMAT serves.
- Is well informed by the available evidence of what works or is likely to be effective.
- Welcomes open debate from a diverse range of individuals, views and experiences.
- Considers the views and needs of, the religious body where appropriate and the views of the key stakeholders, particularly parents and carers.

1.5.3 The Trust Board must:

- Provide Members with sufficient information to assure them that the board is exercising effective governance.
- enable them to Act within their powers and promote the success of the Trust.
- Exercise independent judgment, exercise reasonable care, skill and diligence and avoid conflicts of interest.
- Have an Audit & Risk committee.
- Have a scheme of delegation.

## 3. Audit & Risk Committee (A&R) Terms of Reference

### 3.1 Purpose

To maintain oversight of the Trust's financial, governance, risk management and internal control systems.

To report termly and annually to the Trust Board and the Accounting Office as a critical element to the Trust annual reporting elements.

### 2.2 Authority

The A&R Committee is a committee of the Trust Board and is authorised to act within its terms of reference and Trust Scheme of Delegation or projects specifically delegated to it by the Board.

### 2.3 Membership

The Committee will comprise a minimum of three Trustees, agreed by the Board annually. Trust employees cannot be A&R committee members but the Accounting Officer and Chief Financial Officer will attend to provide information and participate in discussions.

Neither the Chair of Trustees nor the Chair of the Finance, HR & Estates Committee should be the Chair of the A&R Committee.

### 2.4 Meetings

- The A&R Committee will meet at least three times per year. Minutes of the meeting will be shared with the Board and made available to the public.
- Administrative support will be provided by the Trust.
- Agendas will be agreed by the Chair of the Committee, based on the pre-agreed annual schedule of activity and papers will be circulated to Committee Members and meeting attendees at least 5 working days prior to the meeting.
- The Board will be quorate if at least any three trustees, or where greater one third (rounded up) of the total number of Trustees holding office are present.
- Any Trustee may attend a meeting of the A&R Committee, including those who are not members of the committee.
- The School Improvement Team will attend each meeting but do not have a vote. Other members of the Executive Leadership Team are invited to present as appropriate.
- All Trustees have equal voting rights. In the event of an equal division of votes, the Chair of the Board shall have a casting vote.

### 2.5 Responsibilities

#### 2.5.1 In relation to internal scrutiny, the A&R Committee **must**:

- Oversee and approve the Trust's programme of internal scrutiny.



- Ensure that risks are being addressed appropriately.
- Report to the board on the adequacy of the trust's internal control framework, including financial and non-financial management of risks.

2.5.2 In relation to external audit oversight the A&R Committee **must**:

- review the external auditor's plan each year.
- review the annual report and accounts.
- review the auditor's findings and actions taken by the trust's managers in response to those findings.
- 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.
- Report the committee's conclusions annually to the Board of Trustees and Members, including recommendations on the reappointment or dismissal or retendering of the external auditor and their remuneration.

2.5.3 In addition, the Committee will:

- Recommend the audit strategy and annual audit plans for the internal audit service and the management responses to these.
- Monitor the implementation of agreed recommendations relating to internal audit assignment reports and internal audit annual reports.
- Monitor the Trust's risk management policy and procedures and advise the Board on its adequacy and effectiveness.
- Monitor the effectiveness of whistleblowing procedures, meeting privately with the Internal and external auditors and separately with the CEO at least once a year.
- Monitor and review other policies and procedures relating to the Committee, ensuring compliance with relevant regulations.

## 4. Finance, Human Resources & Estates Committee (FHRE)

### Terms of Reference

#### 3.1 Purpose

To maintain oversight of the Trust's finances, the financial implications of Human Resources, payroll. Administration, marketing, health and safety, data protection, premises, insurance, ICT and catering.

#### 3.2 Authority

The FHRE Committee is a committee of the Trust Board and is authorised to act within its terms of reference and Trust Scheme of Delegation or projects specifically delegated to it by the Board.

#### 3.3 Membership

The Committee will comprise of the same membership as the A&R Committee.

The Chair of the FHRE Committee will not also be the Chair of the A&R Committee.

The Accounting Officer, Chief Financial Officer, Head of Shared Services, Head of People & Culture and Head of Finance should attend to provide information and participate in discussions.

#### 3.4 Meetings

- The FHRE Committee will meet at least three times per year. Minutes of the meeting will be shared with the Board and made available to the public.
- Administrative support will be provided by the Trust.
- Agendas will be agreed by the Chair of the Committee, based on the pre-agreed annual schedule of activity and papers will be circulated to Committee Members and meeting attendees at least 5 working days prior to the meeting.
- The Board will be quorate if at least any three members are present.
- Any Trustee may attend a meeting of the FHRE Committee, including those who are not members of the committee.
- Members of the Executive Leadership Team are invited to present as appropriate.
- All Trustees have equal voting rights. In the event of an equal division of votes, the Chair of the Board shall have a casting vote.

#### 3.5 Responsibilities

3.5.1 The FHRE Committee will provide guidance and assistance to the Trust's CEO in all matters relating to

- Budgeting & Finance
- Financial implications of Human Resources and payroll.
- Trust administration and marketing,

- Health and Safety
- Data Protection
- Premises
- Insurance
- ICT provision and support
- Catering.

3.5.2 Specifically the Committee will:

- Review the Trust's Budget plan, including consideration of long-term planning and resourcing and recommending to the Board for approval ensuring the link with Trust Strategic Plan priorities is present and clear.
- Review and recommend authorisation of academy budgets and reforecasts to Trustees.
- Monitor all income and expenditure, reporting management accounts to the Trust Board.
- Monitor cash management and cashflow, discussing any variation with those responsible for the appropriate budgets.
- Plan and monitor those areas relevant to the Committee's role such as Investments, legal claims, operating leases and agreements, fraud or theft and ESFA and statutory reporting, ICT plans
- Monitor and oversee the management of the relevant items of risk identified in the EMAT Risk Register.
- Recommend and monitor the premises management strategy, including acquisition or disposal of land and buildings and capital programme expenditure.
- Monitor the deployment of non-financial resources, including personnel and property.
- Oversight of HR policies, their implementation and impact on staff welfare and pupils' performance
- Remuneration packages of the CEO and Deputy CEO
- Monitor and review policies and procedures relating to the Committee, ensuring compliance with relevant regulations.

## 5. Local Advisory Board (LAB) Terms of Reference

### 4.1 Purpose

The LAB operates at academy level, providing support, monitoring and challenge around educational experience and performance, safeguarding and community and stakeholder engagement. The Committee supports the academy's alignment with EMAT's 3 strategic aims of Educational Excellence, Operational Excellence and EMATter Ethos and values of Inclusion, Innovation, Inspiration, Integrity and Impact.

### 4.2 Authority

The LABs are committees of the EMAT Board of Trustees and is authorised to act within its terms of reference and Trust Scheme of Delegation or projects specifically delegated to it by the Board.

### 4.3 Membership

The membership of the LAB is comprised of the following:

- Ex-officio staff position – Executive Head, Head Teacher or Head of School
- Academy staff member (teaching or non-teaching) elected by the staff of the academy.
- Two parent members (parents or carers of pupils currently enrolled at the academy / academies). or at one of the academies where the LAB sits across more than one academy).
- Five co-opted members appointed by the LAB
- Three further flexible positions to a maximum total of 12 governing members may be filled by elected staff, elected parents or co-opted governors by the LABs discretion.
- Up to 2 Associate members can bring extra skills to an aspect of the work of the LAB. They are appointed for one year and can be reappointed at the end of their term. They are appointed by the LAB and do not have any voting rights or delegated powers.

Position	Description	Appointment	Term
Staff	Executive Head Teacher or Head Teacher	Ex-Officio	Duration of ex-officio status
Staff	Member of academy staff	Elected	4 years*
Parent	Parents /Carers of children on roll at an academy represented by the LAB	Elected	4 years*
Parent			
Co-opted	A member of the community within which the LAB operates.	Appointed by LAB	4 years*
Co-opted			
Co-opted			

Co-opted			
Co-opted			
Flexi	Staff, Parent or Co-opted member	Dependent on type of appointment	4 years
Flexi			
Flexi			
Associate	Advisory, non governing member. No voting rights.	Appointed by LAB	1 year
Associate			

\*Staff members cease to be LAB members when they leave the academy. Parent members cease to be LAB members once their child leaves the academy.

#### 4.4 [Meetings](#)

- The LAB will meet six times per year. Minutes of the meeting will be shared with the Committee and made available to the public.
- Administrative support will be provided by the Trust.
- Agendas will be agreed by the Chair of the Committee, based on the pre-agreed annual schedule of activity and papers will be circulated to Committee Members and meeting attendees at least 5 working days prior to the meeting.
- The Committee will be quorate if at least any three governors, or where greater one third (rounded up) of the total number of governors holding office are present.
- Members of EMAT central team will attend all meetings and the Academy Leadership Team may be invited to present as appropriate.
- All Governors have equal voting rights. In the event of an equal division of votes, the Chair of the Board shall have a casting vote. Associate Members do not have voting rights.

#### 4.5 [Duties](#)

4.5.1 The LAB will support the academy in line with the Trust’s Scheme of Delegation, promoting the Trust’s Vision, Values and strategy in a local context.

4.5.2 Its specific responsibilities are:

- Monitoring quality of education including academic results and targets, progress against SEF and SIP, implementation of teaching and learning policies.
- Monitoring all aspects of equality, student welfare and behaviour.
- Monitoring safeguarding and appointing a lead Governor for Safeguarding.
- Monitoring SEND and appointing a Lead Governor for SEND.
- Monitoring all aspects of the curriculum and curriculum delivery
- Monitor impact of Pupil and Sport Premium funding.
- Maintaining a detailed understanding of the strengths and areas for

development of the school.

- Monitoring academy risks.
- Support at Ofsted Inspections where required.
- Dealing with any regulatory requirements of admissions and exclusions through designated committees of the LAB.
- Arranging election of elected members of the LAB in accordance with these Terms of Reference.
- Engaging regularly with Academy stakeholders and reporting back to the Trust Board.
- Dealing with formal complaints to the extent provided for in the Trust Complaints Policy.
- Dealing with exclusions to the extent provided for in the Trust Suspensions & Exclusions Policy.
- Review and recommend Admissions Policy to Trust Board
- Detailed consideration and approval of those policies within its remit and monitoring of their implementation.

## 6. Chairs Forum Terms of Reference

### 6.1 Purpose

The Chairs Forum exists to share good practice, provide mutual support and challenge, a vital component of cascading essential information throughout the organisation and to enable successful networking between all layers of governance within the Trust.

### 5.2 Authority

The Chairs Forum does not have delegated authority or decision-making powers.

### 5.3 Membership

The Chairs Forum consists of:

- Chair of the Board
- LAB Chairs
- Trust CEO
- Head of Governance & Compliance
- Governance Support Officer

### 5.4 Meetings

- The Chairs forum will meet at least termly.
- The forum will be chaired by the Chair of the Board.
- The agenda will be determined by topical national and local issues and outcomes from Trust and LAB meetings.
- Members of the Trust Executive Leadership Team will be invited to the Chairs Forum to contribute where applicable.
- The Trust will provide administrative support to arrange meetings and capture and circulate resultant actions to members.

### 5.5 Duties

The Chairs Forum will:

- Share good practice and provide mutual support.
- Seek opportunities to improve the outcomes for the Trust as a whole, not just in individual academies.
- To cascade information from the Board to LABs
- To provide feedback to the Board on any areas of consultation.
- To ensure that relevant issues from LABs are reported to Trustees.

## 7. Pupil Parliament Terms of Reference

### 7.1 Purpose

To support Trust-wide collaboration between students and promote the voice of the Trust's student body within the wider governance team. To provide pupil leadership opportunities and develop skills in key areas such as communication, decision making, debating and organisation.

### 6.2 Authority

The Pupil Parliament does not have any standing delegated authority or decision-making powers however, these may be given by the trustee on specific issues relevant to the ToR of the Pupil Parliament .

### 6.3 Membership

The Pupil Parliament consists of:

- 2 elected student members from each Trust academy.

### 6.4 Meetings

- The Pupil Parliament will meet at least termly.
- The committee will elect a Chair and vice Chair annually.
- Administrative support will be provided by the Trust.
- Support to fulfil the duties of member will be provided by the member's academy.
- Representatives from the Trust Executive Leadership Team will be invited to attend meetings to present and update as required.
- A Trustee will be invited to attend each meeting to support communication between the Pupil Parliament and the Trust Board.

### 6.5 Duties

- Take time to listen to all pupils and communicate their views.
- Agree annual priorities that the Pupil Parliament will champion.
- Feed back to the wider student body about Pupil Parliament discussions and projects.
- Update the Trust Board on the views of the wider student body and progress against the agreed goals.
- Action decisions made at Pupil Parliament.