

# Terms of Reference

## Introduction

**The Board of Trustees of the Mulberry Tree CE Multi Academy Trust is required to approve a Governance structure for the Trust on an annual basis.**

The Board of Trustees manages the business of the academy trust and should focus strongly on the three core functions of governance:

- ensuring clarity of vision, ethos and strategic direction
- holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- overseeing the financial performance of the organisation and making sure its money is well spent

The governance structure must be:

- Compliant with DfE requirements, company and charity law
- Scalable and so adaptable to growth or change in the Academy Trust
- Capable of being serviced by the Trustees of the Academy Trust and members of the Local Governing Body

### 1. Delegated powers

Mulberry Tree CE MAT has a strategic role in the running its Primary Schools.

The Academy Trust may (subject to the Articles of Association) delegate to any Committee (this includes the Local Governing Body), any Trustee holding an executive office, or to the Chief Executive Officer such of their powers or functions as they consider desirable to be exercised by them.

The Academy Trust has approved a Scheme of Delegation defining the powers and functions that are reserved for the Board and its Committees, which is set out below.

Any delegated decision must be reported to the next full Trustees' meeting but a decision taken under delegated powers is binding and immediately effective.

In exercising its strategic role, Mulberry Tree CE MAT will retain exclusive responsibility for the following:

## **2. Powers Retained by the Trust Board**

- 2.2 Ensuring compliance with the Trust's duties under Company Law and Charity Law and agreements made with the DfE, including the Funding Agreement
- 2.3 Determine trust wide policies which reflect the trust's ethos and values
- 2.4 Ensuring the solvency of the Academy Company and Charity, safeguarding its assets and delivering its charitable outcomes
- 2.5 The appointment or dismissal of the Chief Executive Officer and Heads of School
- 2.6 Ensuring the continued charitable status of the Company
- 2.7 Setting key strategic objectives and targets and reviewing performance against these
- 2.8 Determination of the establishment, constitution, membership, proceedings and delegated powers and functions of the Governing Body and committees and their annual review and revision
- 2.9 The approval of Academy Trust policies, not delegated to the Local Governing Body,
- 2.10 The approval of annual estimates of income and expenditure for the Academy at the beginning of the academic year
- 2.11 To approve the appointment/resignation of the auditors for the Trust on an annual basis
- 2.12 The approval of the Trust year end account
- 2.13 Entering into all contracts on behalf of the Trust
- 2.14 To authorise expenditure or income over the value of **£10,000**
- 2.15 To authorise the opening of a bank account
- 2.16 To approve the pay structure for the Trust
- 2.17 To monitor the standards and progress of pupils at each school

## **3. Relationship between the Academy Trust, the Local Governing Body and the Committees**

- 3.1 The Academy Trust Board will delegate power to the Local Governing Body and supporting committees
- 3.2 The Local Governing Body will have delegated power, under a process of 'earned autonomy' to monitor the role of the Academy at an operational day to day level and review:
  - the management and organisation of the Academy
  - the implementation of the decisions of the Board and the CEO/Executive Headteacher
  - the implementation of policies monitoring pupil welfare and behaviour
  - the implementation of policies approved by the Board
  - the implementation of all extended school activities

- 3.3 The Local Governing Body will report to the Board on decisions and will also provide advice and make recommendations to the Board on issues.
- 3.4 Meetings of the Local Governing Body will consider the curriculum, pupil welfare, site issues and extended school issues as standing agenda items.
- 3.5 Finance issues which require further detailed consideration will be referred by the Local Governing Body to the School Business Manager who will consult with the CEO/Executive Headteacher to determine whether the matter is referred to the Finance and Audit Committee.
- 3.6 It is not proposed that the Local Governing Body will have any standing sub-committees. However, it may be necessary from time to time by agreement with the Chair person to establish a single purpose working party of the Local Governing Body in order to deal with an issue that cannot be dealt with adequately by the Local Governing Body in one of its scheduled meetings. Any such working party will be disbanded as soon as its work is complete.
- 3.7 The 'normal' termly schedule of meetings should commence with the Local Governing Body, followed by the Finance and Audit Committee, Personnel and Property Committee, then the Standards Committee and Academy Trust Board, plus an extra Board meeting at the end of the autumn term.
- 3.8 Meetings for the other committees will be scheduled as the need arises.
- 3.9 The supporting committees will report directly to the Trust board, but will support the work of the Local Governing Body.
- 3.10 The committees that will report directly to the Academy Trust are Finance and Audit, Personnel and Property, Standards, Discipline, Appeals and Performance Management Committees.
- Finance and Audit committee will be responsible for all finance related matters
  - The Personnel and Property Committee will be responsible for all staffing and property related matters
  - The Standards committee will be responsible for all attainment and progress related matters
  - The Discipline committee will deal with all student behaviour issues.
  - The Appeals committee will deal with any appeals from staff/pupils or the public
  - The Performance Management committee will deal with the performance management for the CEO/Executive Headteacher
- 3.11 The Terms of Reference for each committee will be reviewed at the first meeting of the committee in the new academic year cycle. These will then be presented to the board for approval
- 3.12 Each committee must have a Chair and must have a minimum of 3 members to be quorate.
- 3.13 The membership of each committee must always include a majority of Trustees except in the case of the Local Governing Body

#### **4. Constitution**

The Trust will have Trustees, made up as follows:

- CEO/Executive Headteacher
- At least 8 Trustees appointed by the members
- Up to 2 co-opted Trustees

- 4.1 Non Trustees (i.e. members of the Local Governing Body) will be known as Governors.
- 4.2 The CEO/Executive Headteacher can attend all meetings of any committee established by the Trust but in some instances this may only be in an advisory capacity. When an issue is being discussed which directly affects the CEO/Executive Headteacher he/she must, as with any other Trustee/Governor in a similar position, declare an interest and physically withdraw from the meeting.
- 4.3 The legal minimum quorum for committee meetings is 3 voting Trustees/Governors.
- 4.4 Associate members may be appointed to a committee by the Trust Board and may be given voting rights. However, a majority of the members serving on the committee must be Trustees, except in the case of the Local Governing Body.
- 4.5 No vote on any matter shall be taken at a meeting of a committee of the Trustees, unless the majority of members of the committee present are Trustees except in the case of the Local Governing Body.
- 4.6 The appointed Clerk will undertake the clerking of the Committee.
- 4.7 The minutes shall be included as an Agenda item for consideration at the next meeting of the full Board where appropriate.
- 4.8 All decisions made by Committees with delegated powers must be reported to the next full meeting of the Board. If the minutes are not finalised a brief statement of the conclusions reached should be given.
- 4.9 The Chair of the Local Governing Body and the Chair of each Committee will be appointed at the first Committee meeting of the academic year.
- 4.10 All Trustees/Governors are encouraged to attend training regularly and review training needs annually. This training will be arranged by the Academy
- 4.11 The term of office for any Trustee or Governor shall be 4 years, save that this time limit shall not apply to the CEO/Executive Headteacher. Subject to remaining eligible to be a particular type of Trustee, any Trustee or Governor may be re-appointed or re-elected.

## **General Terms of Reference for the Finance and Audit, Personnel and Property and the Standards Committees**

The Terms of Reference these Committees of the Board of Trustees must be approved by the full Board and reviewed each year. They provide the sole, agreed framework within which each Committee operates.

Each Committee will be composed, where at all possible, of at least four Trustees. The CEO/Executive Headteacher is an ex-officio member of each Committee.

The membership of each Committee will be agreed on an annual basis at the first meeting of the Board of Trustees in the autumn term.

The Chair of each Committee is elected by the Trustees, or the Committee, on an annual basis at its first meeting of the Autumn term. No Trustee employed at the Academy will act as Chair to either Committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

The Committees shall elect the Clerk of the Committees.

In the absence of the Chair or Clerk the Committee will elect a replacement for the meeting.

The quorum for each Committee is as shown by individual Committee.

Each Committee will meet as often as is necessary to fulfil its responsibilities and at least once each term.

The Clerks to the Committees will circulate an agenda for each meeting and papers one week before the Committee meetings in accordance with the Articles of the Academy Trust.

Attendance at each Committee meeting, issues discussed together with recommendations and decisions will be recorded. The Clerk will forward the written record to the Clerk of the Board of Trustees in sufficient time for its inclusion with papers of the next meeting of the Board of Trustees. This is to meet statutory requirements; provide information to the whole Trust Board and to seek ratification of decisions and recommendations.

The Chairs of the Committees will be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust Board.

Each Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including parents and members of the Academy staff who are not Trustees.

Any Trustee may attend meetings of the Committees.

Only Trustees who are members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a casting vote.

In the event of a need to make genuinely urgent decisions between Committee meetings on matters falling under the remit of any of the three Committees, the Chair of the Trustees, in consultation with the CEO and Chair of the relevant Committee, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for the urgency will be explained fully at the next meeting of the Trust Board.

### Finance and Audit Committee

Members	Revd Michael Behrend Chris Stanley Victoria Allen Dale Ritchie Anthony Cooke
Chair	Chris Stanley
Clerk	
Quorum	At least 3 trustees

**Remit:** The Finance and Audit Committee's remit includes all matters to do with finance

**Purpose:** To assist in the decision making process of the Trust Board by enabling more detailed consideration to be given to the best means of fulfilling the Trust Board's responsibility to ensure

sound management of the Academy's staffing and property, and health and safety including proper planning, monitoring and probity.

To make appropriate recommendations and advise the Trust Board on such matters on a regular basis. Major issues will be referred to the Trust Board for approval.

## Financial Delegation Structure

### The Trust Board

- Will determine overall financial management policy in light of the Academies Financial Handbook
- Where approval by the Trust Board of the initial spending plan and the revised spending plan is impracticable, the Trust Board will consider and ratify the recommendations from the Finance Committee in relation to the initial spending plan and the revised spending plan
- Will approve purchases above £10,000
- Will receive termly monitoring reports
- Will receive a termly report on the impact of the Pupil Premium Grant

## Finance and Audit Committee

Financial duties of the Committee shall be:

1. To establish and review the Trust's scheme of financial delegation
2. To establish and review each Academy's scheme of financial delegation
3. To consider the Academy's indicative funding, notified annually by the DfE and to assess its implications for the Academy, in consultation with the CEO, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trust Board.
4. To consider and recommend acceptance/non-acceptance of the Academy's budget, prior to the start of each financial year.
5. Monitor any variances from the budget and ensure the EFA is notified as required;
6. Receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Academy Trust Strategic Plan.
7. Liaise with and receive reports from the Personnel and Property Committee and the Standards Committee and then to make recommendations to those committees about the financial aspects of matters being considered by them
8. Monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Academy Trust, drawing any matters of concern to the attention of the Trust Board
9. 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 to make recommendations for improvement

10. Prepare the financial statement to form part of the annual report of the Trustees
11. Examine and review new initiatives for financial development, including fundraising
12. Oversee significant investment and capital financing decisions
13. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the improvement plan/raising attainment plan.
14. Promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust
15. Advise generally on the provision of resources and services to the Academy Trust
16. To approve purchases above £5,000 and up to £10,000
17. To prepare the Financial Statement for filing in accordance with Companies Act and Charity Commission requirements.
18. To undertake the duties of an Audit Committee by agreeing a programme of internal scrutiny which delivers objective and independent assurance to the Trust Board that risks are being adequately identified and managed within the Academy.
19. To recommend to the full Trust Board the appointment or reappointment of the Auditors of the Academy.
20. To implement the policies of the relevant body in a fair and equal manner.
21. To observe all statutory and contractual obligations.
22. To minute clearly the reasons for all decisions and report these decisions to the next meeting of the full relevant body.
23. To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

#### Audit duties of the Committee shall be:

1. To consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal
2. To discuss with the external auditor before the audit commences the nature and scope of the audit
3. To review the annual financial statements before submission to the Trust Board, focusing particularly on:
  - any changes in accounting policies and practices
  - areas involving a significant degree of judgement
  - significant adjustments resulting from the audit
  - the going concern assumption
  - compliance with accounting standards
  - compliance with legal requirements
  - the clarity of disclosures
  - the consistency of accounting policies from year to year

4. To discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss
5. To review the internal audit function, consider the major findings of internal audit investigations and ensure co-ordination between the internal and external auditors
6. To keep under review the effectiveness of internal control systems
7. To develop and keep under review risk management and measurement strategies across the Academy Trust
8. To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

### Personnel and Property Committee

Members	Revd Michael Behrend Chris Stanley Victoria Allen Dale Ritchie Jenny Bingham
Chair	Victoria Allen
Clerk	
Quorum	At least 3 trustees

**Remit:** The Personnel and Property Committee's remit includes all matters to do with staffing, property and health and safety.

**Purpose:** To assist in the decision making process of the Trust Board by enabling more detailed consideration to be given to the best means of fulfilling the Trust Board's responsibility to ensure sound management of the Academy's resources and health and safety including proper planning, monitoring and probity.

To make appropriate recommendations and advise the Trust Board on such matters on a regular basis. Major issues will be referred to the Trust Board for approval.

### Staffing

**Staffing duties of the Committee shall be:**

1. To consider, determine and keep under review any strategies and policies for human resources and organisational development
2. To consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
3. To monitor and evaluate the CPD programme in relation to curriculum and professional development needs as identified through Performance Management procedures and within the context of the Academy Strategic Plan
4. To exercise delegated powers in the appointment and management of staff (e.g. grievance, discipline, dismissal, capability, competency, employment) including pay reviews, within the Academy policies/procedures adopted by the Trust Board, and taking into account the resources available. If

members of the Committee are unavailable other members of the Trust Board excluding Staff Governors could be called to participate in these procedures.

5. To ensure effective measures are in place to promote equality and diversity in employment
6. To consider the details of restructuring programs following any necessary approvals in principle by the Trust Board
7. To develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff
8. To liaise with and receive reports from the Standards Committee, as appropriate, and to make recommendations to those Committees about the financial aspects of staffing being considered by them.
9. To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

### **Staff Appointment Procedures**

Staff appointments must be undertaken within the policies and procedures adopted by the Mulberry Tree Trust.

At least one member of the appointments panel must have undertaken Safer Recruitment training either via tutor led modules or online via the NSPCC website.

### **Leadership Posts**

- A Selection Panel to agree the job description, person specification and advertisement, and to shortlist, interview and recommend an appointment to the full Local Governing Board
- Panel to comprise Chair of Trust, Vice-Chair of Trust, CEO and three nominated Trustees/LGB members (and Headteacher in case of Deputy Head appointment)
- NB: All Headteacher and Deputy Headteacher appointments must be ratified at a full Local Governing Board meeting.

### **Appointment to TLR (Teaching and Learning Responsibly) Positions**

- Headteacher with 3 available Trustees/LGB members

### **Teaching Staff below Deputy Headteacher level**

- Headteacher with one available Trustee/LGB member

### **Teaching Assistants/Non-Teaching Staff**

- Headteacher and 1 named LGB member (or nominee)

### **Business Manager**

- Headteacher, Chief Finance Officer, with 3 available Finance and Audit Committee members (or nominees)

### **Site Manager**

- Headteacher, one member of Senior Leadership team and one Trustee/LGB member

### **School Meals Supervisory Assistant**

- Headteacher or Deputy Headteacher and one other member of staff

### **Property and Health & Safety**

#### **Property and Health and Safety duties of the Committee shall be:**

1. To monitor the Academy's compliance with health and safety regulations and to promote the value of so doing.
2. To provide guidance and assistance to the CEO/Executive Headteacher and Governing Board in all matters relating to premises and physical resources.
3. To ensure inspection of the premises and grounds, and prepare a statement of priorities for maintenance and development, taking account of any commissioned surveys and the Building Condition Survey report.
4. To approve the costs and arrangements for maintenance, repairs, fittings and furniture, and redecoration within the budget allocation and to oversee the preparation and implementation of building contracts.
5. To receive and consider audits of the buildings and fabric and recommend remedial action if required.
6. To monitor and review services from external providers and, where necessary, procure new services.
7. To prepare, implement and review from time-to-time, a Lettings Policy and a Charges and Remissions Policy for the approval of the Trust Board.
8. The CEO/Headteacher is authorised to incur expenditure on day-to-day repairs and maintenance, equipment and materials within the approved spending plan.

## STANDARDS COMMITTEE

Members	
Chair	
Clerk	
Quorum	At least 3 trustees

**This committee will not meet until the Trust grows larger than its one school**

**Remit:** The Standards Committee's remit includes all matters to do with students, standards and the curriculum.

**Purpose:** To assist in the decision making of the Trust Board by enabling more detailed consideration to be given to the best means of fulfilling the Trust Board's responsibility for: sustainable improvement in pupils' well-being and performance; the curriculum and parent and community involvement and cohesion, including proper planning, monitoring and evaluation. To make recommendations and advise the Trust Board on such matters on a regular basis. Major issues will be referred to the Trust Board for ratification.

**The duties of the Committee shall be:**

1. To ensure that the highest possible standards are set and maintained across the Academy Trust
2. To receive a termly report from the CEO/Executive Headteacher regarding standards and performance of the Academy Trust against key performance indicators
3. To identify any areas of concern in respect of standards and performance and to implement an action plan with the CEO/Headteacher
4. To ensure that the Academy Trust's curriculum is balanced and broadly based
5. To scrutinise and review Academy Trust policies for recommendation to the Trust Board
6. To ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust
7. To support the CEO/Headteacher in the creation, implementation and monitoring of the Academy Trust's strategic plan and any post-Ofsted action plan
8. To advise the Trust Board with respect to targets for student achievement across the Academy Trust
9. To ensure that effective arrangements are in place across the Academy Trust for pupil support and representation, for monitoring pupil attendance and for pupil discipline
10. To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness
11. To liaise with and receive reports from the Finance and Audit Committee as appropriate, and to make recommendations to them about the aspects of matters being considered by them that have a bearing on the remit of the Committee.
12. To receive Ofsted monitoring and inspection reports and SIAMS Section 48 reports and recommend to the Trust Board action, as appropriate, in response to inspection findings.

## STAFF APPEALS PANEL

Members: At least 3 impartial Trustees (excluding the CEO and members of staff) to be drawn from a panel of available members of the Trust Board.

Quorum: At least 3 Trustees

Terms of Reference:

The Committee has delegated authority to act to hear any appeal lodged under the staffing procedures adopted by the Trust Board.

## CEO PERFORMANCE REVIEW & REMUNERATION GROUP

Members:

Quorum: 3 Trustees

Terms of Reference:

1. To agree annually the CEO's performance objectives and to monitor progress towards those objectives
2. To agree an annual review statement and appropriate remuneration.

## LOCAL GOVERNING BODY

Members will be appointed by the Trust Board in accordance with the Scheme of Delegation.

Members of St. Catherine's LGB	Revd Michael Behrend Karen Graham Janet Adamson Carol Parry Jenny Bingham Victoria Allen Sophie Yardley Christa Norton Jason Watts
Chair	Christa Norton
Clerk	Jim Haslam
Quorum	At least 3 members of the LGB

Statutory regulation identifies three core strategic functions for governing bodies:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding the Headteacher to account for the educational performance of the school and its pupils; and
- Overseeing the financial performance of the school and making sure its money is well spent

In carrying out these functions a local board must take a strategic role, act as a critical friend to the Academy and be accountable for its decisions. It should set aims and objectives and agree, monitor and review policies, targets and priorities.

1. Approval of the Academy's mission, strategy and long term business/development plans in accordance with Mulberry Tree CE MAT values and principles and policies.
2. To monitor assessment targets and data in line with Local and National standards, for EYFS, KS1 and KS2 for their school
3. To monitor progress made in their individual school ensuring they are in line with Local and National standards as well as monitoring identified groups e.g. Gender, FSM, SEN etc
4. Ensure that all pupils' SEN requirements are being met
5. To monitor and review the information about school performance and reporting to parents according to statutory requirements
6. To monitor the pastoral care of all pupils in line with policies related to pastoral care
7. To consider and handle complaints strictly in line with the Complaints Policy
8. To consider pupil discipline cases referred by the Headteacher
9. To consider any permanent exclusions made by the Headteacher
10. To set and agree admissions policy
11. Approval of systems of control and accountability, including financial and operational controls, risk assessment and procedures for handling internal grievances and managing conflicts of interest.
12. To agree constitutional matters including procedures where the Local Governing Board has discretion.
13. To hold at least three full Local Governing Board meetings a year.
14. To appoint or remove the Vice Chair.
15. To appoint or remove the Clerk to the Local Governing Board.
16. To suspend a Governor.
17. To decide when functions of the Local Governing Board will be delegated to committees, groups and individuals in accordance with the Mulberry Tree Scheme of Delegation.
18. To receive reports from any individual or committee and to consider whether any further action by the Local Governing Board is necessary.
19. To agree and recommend to Mulberry Tree Trust Board for approval, the strategic budget plan for the financial year.
20. To keep the Safeguarding and Health & Safety policies and their practices under review and to make revisions where appropriate.
21. To review the delegation arrangements annually