

Committees of the Board - Finance, Risk & Audit, Improvement - and Local Governing Bodies, etc. ToR

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Approved by Trust Board	August 2023
Review Date:	August 2024

Part 1 – Introduction and Context

1 Introduction

- 1.1 The LEAP MAT Scheme of Delegation outlines the powers given to Board Committees and staff (revised and approved by the Board of Trustees annually).

This document outlines the specific terms of reference for all Board committees and sub-committees and is reviewed by the Board annually. This document should also be read in conjunction with the Board's *Financial Powers and Responsibilities Delegated to Identified Employees Manual*.

2 Context

- 2.1 The documents listed below identify the requirements and principles by which individuals shall conduct themselves:

LEAP MAT Scheme of Delegation;
Code of Conduct for Trustees;
Code of Conduct for Local Governing Bodies and,
where relevant, the *Letter of Appointment as a Trustee*.

Part 2 - Local Governing Bodies

1 Constitution of Local Governing Bodies (LGB)

- 1.1 Members of the LGB shall be known as "Trust-wide Governors" Appointments to the LGB and its sub-committees shall be in accordance with the LEAP MAT Scheme of Delegation. The Constitution of LGBs and its sub-committees are set out in relevant summary tables (*Annex A to this document*).

2

Other individuals can be appointed to support the LGB, known as Associate Governors. Associate Governors have no voting rights but have the same role to play as Trust-wide Governors.

- 1.1 This document should be read in conjunction with the LEAP MAT Scheme of Delegation.

2 Relationship Between the Board and LGBs

- 2.1 Governors, in carrying out their role, shall:-

- promote high standards and aim to ensure that students are receiving a good education and being supported to ensure their well-being
- be responsible to the Trustees for their actions and follow the expectations of Governors as laid down by the Trustees
- ensure Governors are competent, accountable and diverse so that to promote best practice in governance
- be responsible for promoting and upholding high standards of conduct, probity and ethics.

- 2.2 The Trustees shall support the work of LGBs by:-

- setting a clear strategic vision to allow Governors to set and achieve their own aims and objectives within such vision
- ensuring systems are put in place to allow LGBs to be presented with timely and good data to allow them to support and champion all students attending any of the Trust's Academies and analyse Academy performance in order to support and challenge the Principal of the Academy on student related issues when necessary; and,
- ensuring that Governors have access to high quality training.

- 2.3 Without prejudice, where the Trustees' have concerns about the performance of the Governor(s) membership they may amongst other actions:-

- require the relevant LGB to adopt and comply with an action plan, in such form as determined by the Trustees
- suspend or remove any or all of the matters delegated to LGBs.

3 General Principles

3.1 Governors shall:-

- promote the objects of the Trust
- promptly implement and comply with any policies or procedures communicated to the LGB by the Trustees
- work closely with the Trustees and act with integrity, objectivity and honesty, in the best interests of the Trust and the Academy
- be open about decisions and be prepared to justify those decisions
- respect confidentiality.

3.2 Each Governor shall be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

3.3 For the avoidance of doubt, where a power is not expressly delegated to any individual or committee, it will be deemed to have been retained by the Trust Board.

4 Governance Professional to Local Governing Bodies

4.1 The Academy's LGB Governance Professional must not be a Trustee, Governor, Chief Executive or Principal. It is highly recommended that they are not employed by the Academy.

4.2 The Board will appoint an LGB Governance Professional to each LGB, who will be supported by the Lead Governance Professional on matters relating to their role. Governors will have regard to advice from either Governance Professional as to the nature of LGB functions.

4.3 In advance of the Autumn Term LGB meeting, or as soon as possible thereafter, the Board of Trustees will consider the posts of Chair and Vice Chair of each LGB for approval.

4.4 The LGB Governance Professional will:-

- Attend meetings of LGBs and ensure the requirements of the LEAP LGB TOR are observed
- Maintain a register of Governors and report any vacancies at their formal meetings, and
- Perform other task(s), as may be determined by the Board/Academy from time to time.

4.5 If the LGB Governance Professional fails to attend a meeting, Governors may appoint one of its LGB members, not being the Principal or Chief Executive (acting as the Principal, where one is not appointed), to act as Governance Professional for the purposes of that meeting and record the meeting so that Minutes can be written up thereafter.

4.6 Without prejudice to any employment rights which an LGB Governance Professional may have, Governors may recommend to the Board the LGB Governance Professional's removal from office.

5 Election and Appointment of Local Governing Body Chair and Vice Chair. Parent, Staff and Trust-wide Governors

5.1 In regard to vacant positions, the Lead and LGB Governance Professionals will support the LGB in obtaining nominations for Trust-wide Governors and election of Trust-wide Parent and Staff Governors.

5.2 Other than Trust-wide Parent & Staff Governors, who are elected by parents/staff respectively at the Academy (see below), the appointment of Trust-wide Governors to each Academy's LGB and the designation of their Chair and Vice Chair, is reserved by the Board of Trustees.

5.3 The term of office for a Trust-wide Governor, other than the Principal of the Academy, which shall remain until they cease to work at the Academy in such capacity, shall be 4 years. Trust-wide Staff governors have a four-year term though would relinquish their role of staff governor if they leave the academy. Chairs should stand for election annually. The Board reserves the right to remove or substitute an LGB Chair or Vice-Chair at any time.

LEAP Committees of the Board - Terms of Reference August 2023

*Other than where casual arrangements apply for roles such as invigilators but not exceeding 150 hours annually

- 5.4
- 5.5 Associate Governors have a four-year term of office.
- 5.6 Subject to remaining eligible to be a particular type of Governor, any individual may be re-appointed or re-elected as a Governor.

Parent Governors

- 5.7 Each LGB must include 2 Parent Governor positions, with the option of having up to one additional parent where they have a specific skill the LGB requires. Two of these must be Trust-wide Parent Governors. The other can be filled by an Associate Parent Governor.
- 5.8 Parent Governors (both Trust-wide and Associate) shall be elected or appointed by parents of registered students at the Academy. They must be a parent of, or have parental responsibility for, a student at the Academy at the time when they are elected or appointed.
- 5.9 The LGB Governance Professional shall make all necessary arrangements for, and determine all other matters relating to, an election or appointment of the Parent Governors.
- 5.10 When there is a vacancy, Parents will be invited to express interest and then a meeting should be arranged with the LGB Governance Professional to provide an opportunity to discuss the role of Governor. Those that remain interested and eligible are put forward for election by the Parents in the Academy.
- 5.11 The LGB Governance Professional will ensure an electronic letter is sent to every person who is known to them to be a parent of a registered student at the Academy and the vacancy is advertised on the school website with details of eligibility criteria and the voting process.,
- 5.12 Any election shall be held by secret ballot. The arrangements made for the election of the Parent Governors shall provide for every person who is entitled to vote, to have an opportunity to do so by post or electronic means
- 5.13 Where the number of parents standing for election is equal to the number of vacancies, no ballot is required.
- 5.14 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a parent of a registered student at the Academy without the need for a ballot or, where no applications are received, appoint a person who is the parent of a registered pupil of another Academy run by the Trust.
- 5.15 Any individual who is employed by the Trust shall not be eligible to be appointed a Parent Governor if they work more than 150 hours annually.

Staff Governors

- 5.16 Each LGB will include 2 Staff Governor positions (ideally one teaching staff / one non-teaching) as well as the Principal (as ex-officio). One of these must be a Trust-wide Staff Governor. The other(s) can be filled by an Associate Staff Governor. The total number of Governors who are employees of the Trust exercising any vote shall not exceed one-third of the total number of Governors other than to appoint Governors.
- 5.17 Staff Governors (Trust-wide and Associate) shall be elected or appointed by staff at the Academy.
- 5.18 The LGB Governance Professional shall make all necessary arrangements for, and determine all other matters relating to, an election or appointment of Staff Governors.
- 5.19 When there is a vacancy, staff will be invited to put themselves forward for election. Where the number of staff standing for election is more than the number of vacancies, a secret ballot will be held. Where

less staff put themselves forward than the number of vacancies, the appointment of a staff member at the Academy may be made without the need for a ballot.

- 5.20 Staff Governors will not be able to participate in and asked to leave that part of any LGB meeting where their employment, remuneration, or performance is discussed. Staff Governors will also not be able to sit on certain LGB Committees as outlined on each Committee terms of reference (eg Staff Grievance/Discipline) as outlined (Annex A). There may be other circumstances in which staff Governors are asked to leave a section of the meeting, where the LGB Governance professional deems it to be appropriate.

Trust-wide and Associate Governors

- 5.21 Trust-wide or Associate shall be:-

- a person who lives or works in the community served by the Academy; or
- a person who, in the opinion of the Trustees, has the necessary skill set and is committed to the governance and success of the Academy.

- 5.22 Any individual who is employed by the Trust shall not be eligible to be appointed a Trust-wide or Associate Governor if they work more than 150 hours annually.

- 5.23 Trust-wide or Associate Governors must not hold dual roles (cannot be a parent or staff member at their own Academy*). As this clause was introduced in August 2022, any governor serving in a dual role capacity is eligible to complete their current term. After this point, they must be appointed under the correct designation).

Chair and Vice Chair

- 5.20 A Staff Governor or Associate Governor shall not be eligible to be LGB Chair or Vice-Chair.

- 5.21 A Governor who is appointed as Chair of the LGB will, whilst in that role, automatically become/carry out the specific role as the LGB's Designated Safeguarding Link role (as is the case for the MAT Chair who has a similar role at Trust level).

- 5.22 The Chair may at any time resign from office by giving notice in writing to the Lead Governance Professional. The LGB Governance Professional will seek nominations for a new Chair, which will be submitted to the Board of Trustees, via the Lead Governance Professional, for approval. Until a new Chair of Governors is approved, the Vice Chair will act as Chair for all purposes.

- 5.23 The Vice Chair may at any time resign from office by giving notice in writing to the LGB Governance Professional. The LGB Governance Professional will seek nominations for a new Vice Chair which will be submitted to the Board of Trustees, via the Lead Governance Professional, for approval.

- 5.24 If both the Chair and Vice Chair are absent from a meeting, Governors will elect a meeting Chair from amongst those attending (non-employees).

- 5.25 Governors may, by resolution at one of their formal meetings, recommend to the Board, the removal from office of either the Chair or Vice Chair of the LGB. The LGB will, in such a situation, follow the direction of the Board to find a suitable replacement.

Resignation and removal of Governors

- 5.26 Any person serving on the LGB shall cease to hold office if:-

- they resign from office by giving notice in writing to the LGB Governance Professional their employment ceases Trustees remove them from office (for reasons such as their inappropriate conduct or actions which are deemed not to be in the best interests of the Academy or Trust.

- 5.27 For the avoidance of doubt, a Parent Governor shall not automatically cease to hold office solely by reason of their child ceasing to be a student at the Academy. They are eligible to complete their current term.

Disqualification of Governors

- 5.28 A person shall be disqualified from serving on the LGB if they would not be able to serve as a Trustee in accordance with Articles 68-80 and 97-98 of the Articles.

6 Calendar of Meetings of Local Governing Bodies

- 6.1 Governors shall meet formally five times in every academic term (LGB meetings) and shall hold sub-committee meetings as may be necessary.

- 6.2 The LGB will plan its meetings on an annual basis, prior to the first meeting of the academic year, whilst acknowledging that circumstances may arise when an emergency meeting may be required.

7 Timing of Meetings

- 7.1 Meetings will start at times that are acceptable to the majority of voting members and take into account the work/life balance of the Principal or Chief Executive (acting as the Principal, where one is not appointed), and other paid staff. Meetings should generally be limited to two hours duration. In exceptional circumstances, this may need to be extended.

8 Convening Meetings

- 8.1 Any three Trust-wide Governors may requisition an extraordinary meeting by giving written notice to the LGB Governance Professional that includes a summary of the business to be discussed. The LGB Governance Professional must call such a meeting as soon as is reasonably practicable.

9 Notice of Meetings

- 9.1 Meetings of LGBs shall be convened by the LGB Governance Professional, who shall send them written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the LGB Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as she/he thinks fit.

- 9.2 Any Governor shall be able to participate in meetings by telephone or video conference provided that they give reasonable notice to the LGB Governance Professional and that the Governors have access to the appropriate equipment and are confident that the use of such equipment will not disrupt the smooth running of the meeting.

- 9.3 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof, or any defect in the appointment or nomination of any person serving as a Governor.

10 Agenda

- 10.1 A corporate LEAP LGB agenda will be produced by the LGB Governance Professional in consultation with the LGB Chair and the Principal or Chief Executive (acting as the Principal, where one is not appointed), to add any additional local items.

- 10.2 Papers that inform agenda items will be sent to Governors with the agenda seven days in advance of the meeting date. Governors may accept, for consideration, papers tabled at the meeting but this should be kept to a minimum to enable Governors to come to the meeting fully prepared.

11 Attendance

- 11.1 Governors may exclude an attendee from any part of its meeting when the business under consideration concerns an individual member of staff or student.

- 11.2 When the Principal or Chief Executive (acting as the Principal, where one is not appointed), is absent, their place will be taken by a nominated deputy.

- 11.3 In accordance with 11.1 above, Governors will delegate to the Principal and the LGB Chair which other persons may be invited to attend meetings.
- 11.4 LGB meetings are not open to members of the public.
- 11.5 Any Governor who is unable to attend a meeting of the LGB will forward their apology for absence in advance of the meeting, stating their reason for non-attendance, to the LGB Governance Professional.
- 11.6 A record will be kept of all persons attending a meeting of the LGB and these will be recorded in the minutes.
- 11.7 Any member not present for the full meeting will have their presence for any matters they were present for recorded in the minutes.
- 11.8 Where a Governor has not attended a meeting, without the consent of the LGB membership, for a period of six months, beginning with the date of the first meeting they failed to attend, they will be disqualified from continuing as a Governor and will be removed from office.

12 Quorum

- 12.1 The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three Trust-wide Governors or, where greater, any one third (rounded up to a whole number) of the total number of those eligible to vote at the date of their meeting. At least one of those should be a Trust-wide governor who is not a parent or staff member.
- 12.2 If during the course of an LGB meeting, it becomes inquorate, the meeting may be discontinued or may continue with any resolutions deferred to the next meeting or via written resolution.
- 12.3 A meeting may be discontinued at any time by resolution of the voting members.
- 12.4 When a meeting is discontinued, any items remaining on the agenda will be placed on the agenda of the next meeting.

13 Declaration of Personal and Business Interests

- 13.1 The Lead Governance Professional will maintain a Register of Business Interest of each Academy LGB, which will be in accordance with, and made available to, the Board for publishing as statutorily required. This will include Associate Governors.
- 13.2 The agenda for every LGB meeting will include an item entitled "Declaration of Personal and Business Interests", which will enable any person present to declare direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest - as defined below) in any item specified on the agenda. In addition, if during the course of a meeting, an item is discussed and it becomes apparent that any person present has a personal or business interest in that matter, they will declare that interest as soon as is reasonably practicable. An "interest" is a situation where a Governor, or an individual identified in the Trust's Articles of Association for such purposes, may be affected, personally or financially, by a decision made at a meeting where the Governor is present. Any such Governor/individual declaring a personal or business interest on any item on the agenda will be required to withdraw from the meeting during consideration of that item and not vote on the matter in question.
- 13.3 A Governor has a Personal Financial Interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.
- 13.4 Any person employed to work at the school, other than the Principal, Chief Executive (acting as the Principal, where one is not appointed) will withdraw from any meeting where the pay or performance appraisal of any person employed to work at the school is being considered. The Principal/Chief

Executive (acting as the Principal, where one is not appointed) will only withdraw where their own pay or performance appraisal is being considered.

- 13.5 Where there may be a conflict between the interests of a relevant person and the interests of the Trust, or a fair hearing is required and there is a reasonable doubt about a relevant person's ability to act impartially in a particular matter, the LGB Chair will determine whether that person should withdraw from the meeting.

14 Attendance of the Chief Executive/Trustee at the LGB and standing items

- 14.1 The LGB meetings will be attended by the Chief Executive/Trustee at least 3 times per year (as appropriate), providing an opportunity for Governors to be updated on Trust-wide matters, including:-
- staffing
 - finance
 - curriculum
 - the strategic direction of the Trust and Academy
 - Trust performance including the Academy Improvement Plan and Key Performance Indicators

- 14.2 The Academy Principal will update on the performance of the Academy. This will give opportunity for questions and discussion, and enable Governors to be fully aware of the key Academy improvement priorities and progress made towards achieving these priorities.

15 Any Other Urgent Business

- 15.1 At the appropriate item on the agenda, members should inform the meeting of any item they wish to raise under Any Other Business.
- 15.2 The Chair of the meeting will determine whether any item so raised under Any Other Business, will be discussed at the meeting. If the Chair determines not to consider such an item, the meeting will determine whether it should be deferred to a subsequent meeting, or not considered at all.

16 Correspondence

- 16.1 All incoming correspondence, excluding any concerning a complaint or which cannot be shared with other Governors, is for the attention of the whole LGB. The LGB Chair / Principal / Chief Executive (acting as the Principal, where one is not appointed) / Governance Professional to the Board as appropriate will ensure that significant items will be presented to each meeting of the LGB.

17 Information and Advice

- 17.1 The Principal(s) shall consult and communicate with Governors, and will therefore present a written report to each meeting of the LGB.
- 17.2 Where important information required by Governors is given orally, it will be recorded in the minutes in appropriate detail.

18 Discussion and Debate

- 18.1 The LGB Chair will ensure that all Governors enjoy equality of opportunity to express their views.
- 18.2 Recommendations received from any individual or sub-committee will be appropriately recorded in the written minutes.
- 18.3 The LGB will receive but not debate, save in exceptional circumstances, decisions which it has delegated to a sub-committee or to an individual.

19 Decision Making

- 19.1 Members of the LGB recognise that all decisions must be made at an LGB meeting unless a sub-committee or an individual has been delegated to deal with a specific permission. This does not prevent a decision being made in special circumstances set out in this document.

- 19.2 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of Governors present and entitled to vote on the matter. Every Trust-wide Governor and the Principal shall have one vote. A Governor may not vote by proxy.
- 19.3 If there is a tied vote at the end of a discussion, the LGB Chair, or person who is acting as Chair for the purposes of the meeting (provided that such person is a Governor or authorised to vote) will have a second or casting vote to determine the issue.
- 19.4 Any Governor who is also an employee of the Trust shall withdraw from that part of any LGB meeting at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

A resolution in writing, agreed via email response (collated by the LGB Governance Professional) by all the Governors shall be valid and effective as if it had been passed at an LGB meeting. Such a resolution will be recorded in the next Minutes.

20 Delegation of Functions

- 20.1 No action may be taken by the LGB, a sub-committee, an individual Governor, the Principal(s) or a member or an employee of the Trust unless authority to do so has been delegated formally by the Board.

21 Delegation to Committees – Further Matters

- 21.1 Sub-committees with delegated powers will have authority to make decisions on behalf of the LGB.
- 21.2 Written notice of meetings, a copy of the agenda and any other supporting papers will be sent by the LGB Governance Professional to every member of the Committee and the Principal/Chief Executive (acting as the Principal, where one is not appointed) (whether or not she/he is a member of that Committee) so that they are received at least seven clear days in advance of the meeting. However, where the Chair of the Committee determines that there are matters demanding urgent consideration, the written notice of the meeting, the agenda and supporting papers may be sent within such shorter periods as the Chair directs.
- 21.3 The Principal, Chief Executive (acting as the Principal, where one is not appointed) has the right to attend any meeting of a Committee subject to the statutory rules laid down in respect of exclusions, staff disciplinary and other such matters.

Voting rights reflect the process outlined in section 19.

22 Minutes and Papers of LGB and Committees

- 22.1 The minutes of meetings will be drawn up by the LGB Governance Professional and signed by the Chair at the next meeting.
- 22.2 A dissenting view will be recorded in the minutes of the meeting if that is the wish of one or more attendees' present.
- 22.3 Governors must maintain and provide to any interested party or the Secretary of State on request:-
- The agenda for every meeting of the Board of Charity Trustees, any LGB meeting or any Committee to which the Board of Charity Trustees delegates any of its functions
 - The draft minutes of every such meeting, if they have been approved by the Chair of that meeting
 - The signed minutes of every such meeting; and
 - Any report, document or other paper considered at any such meeting.
- 22.4 Governors may exclude from items provided under clause 21.3 any content relating to:-
- A named teacher or other person employed, or proposed to be employed, at the Trust
 - A named student at, or candidate for admission to, any Academy; and
 - Any matter which it is reasonably believed should remain confidential.

22.5 The Board will maintain a *Code of Conduct for LGBs* to which all Governors are required to adhere. If a Governor breaches confidentiality, the LGB Chair will first speak to the individual Governor about the matter. Depending on the circumstances, a formal LGB meeting may consider voting on whether to suspend the Governor concerned and refer the matter to the Board. This does not prevent the Board being informed of circumstances where a vote is not held. In the case of the LGB Chair breaching confidentiality, the Chair of the Board will first speak to the LGB about the matter and may refer the matter to the Board.

22.6 Copies of draft minutes, checked for accuracy by the Chair and Principal(s) will be sent to all Governors and Committee attendees, as appropriate. Action will be taken on the basis of decisions recorded in the minutes and need not await the formal approval of minutes at the next meeting.

22.7 The minutes of a meeting will be considered for approval, with or without amendment, at the next meeting.

23 Review

23.1 These procedures are determined by the Board which may take into account recommendations made by the LGB. They will be reviewed by the Board on an annual basis.

24 Distribution

24.1 A copy of these procedures will be presented to every Governor, new Governors upon appointment/election, the Principal(s) and the LGB Governance Professional.

Part 3 – Other Board Committees and Sub-Committees (not LGB and its Sub-Committees)

1 Constitution of Board Committees

- 1.1 The constitution of each committee is set out in each summary table in Annex A to this document. Processes followed outline that of the Board unless specified in Annex A.
- 1.2 This document should be read in conjunction with the LEAP MAT Scheme of Delegation including '*Annex 3 – Delegations from the Board*'

ANNEX A – Committee Constitution/Terms of Reference Summaries

Finance, Risk & Audit Committee – A Committee of the Board	
Membership	
Voting Members	
The committee will comprise a minimum of three Trustees and up to one external co-opted member.	
Non-Voting Members/Attendees	
Chief Executive, CFO/Principal Business Manager, Trust Finance Manager	
The Committee is authorised to invite further attendees to assist and advise on a particular matter.	
Chair and Vice Chair of the Committee	As determined by the Committee, being appointed by the Committee at its first meeting of each academic year. The Chair of the Committee must not be the Chair of the Board.
Governance Professional to the Committee	The Lead Governance Professional or in their absence, the LGB Governance Professional
Meetings	<p>The Finance Committee shall meet at least five times per academic year, and otherwise as required.</p> <p>At least once each academic term, the Committee will have a focus, or be devoted to, the Trust's Risk & Audit Committee responsibilities in accordance with the Academies Financial Handbook.</p>
Quorum and decisions	The quorum for a meeting or written resolution is any three Trustees.
Circulation of Papers	Papers will be circulated at least seven days before the meeting.
Referral to the Board	Minutes of the meeting will be passed to the Board.
Purpose <p>The purpose of the Committee is to assist the decision-making of the Trust by providing a process for independent checking of financial controls, systems, transactions and risks.</p> <p>The Academies Financial Handbook published by the Education Funding Agency (ESFA) requires that the Audit & Finance Committee's work must focus on providing assurances to the Board of Directors that risks are being adequately identified and managed by:</p> <ul style="list-style-type: none"> • reviewing the risks to internal financial control at the Trust; and • agreeing a programme of work to address, and provide assurance on, those risks. <p>As part of a multi-academy trust (MAT), the Committee's oversight must extend to the financial controls and risks at constituent academies.</p> <p>Oversight must ensure that information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims completed by the Trust and its constituent academies, is accurate and in compliance with funding criteria.</p>	

The outcome of this work informs the Governance Statement that accompanies the Trust's Annual Accounts and, so far as is possible, provide assurance to the external auditors.

Responsibilities To consider and advise the Board of Trustees on the adequacy and effectiveness of the Trust's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of assets.

To consider and advise the Board of Trustees on all financial matters, including procurement, financial policies, planning and performance.

To advise the Board of Trustees/Members on the appointment, reappointment, dismissal and remuneration of the external auditors and the Board of Trustees on the Internal Audit Service (IAS).

To advise the Board of Trustees on the scope and objectives of the work of the IAS and the external auditors.

To ensure effective co-ordination between the IAS and the external auditors.

To consider and advise the Board of Trustees on the audit strategy and annual audit plans.

To advise the Board of Trustees on internal audit assignment reports and annual reports and on control issues included in the reports of the external auditors, and the executive's responses to these.

To monitor, within an agreed timescale, the implementation of agreed audit recommendations.

To consider and advise the Board of Trustees on relevant reports by the Education & Skills Funding Agency (ESFA), and where appropriate the Executive's response to these.

To monitor the effectiveness of the Trust's auditors

To ensure that any additional services undertaken by the Trust's auditors is compatible with audit independence and objectivity.

To oversee the Trust's policy on fraud and irregularity and to ensure that all allegations of fraud and irregularity are properly followed up.

To consider and recommend the Trust's annual accounts to the Board of Trustees for approval, including a statement of Corporate Governance and Internal Control.

The Finance, Risk and Audit Committee has the authority to investigate any activity within its terms of reference and the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.

The Finance, Risk and Audit Committee will meet with the external auditor in the absence of the Executive at least annually.

Improvement Committee – A Committee of the Board	
Membership	
Voting Members	
The committee will comprise a minimum of three Trustees and up to one external co-opted member	
Non-Voting Members/Attendees	
Chief Executive / any other invited attendee	
The Committee is authorised to invite further attendees to assist in the process of scrutiny/challenge, for example, Executive Principal, Principals, Heads of Faculty/Year etc	
Chair and Vice Chair of the Committee	As determined by the Committee, being appointed by the Committee at its first meeting of each academic year. The Chair of the Committee must not be the Chair of the Board.
Governance Professional to the Committee	Lead Governance Professional or in their absence, the LGB Governance Professional
Meetings	The Improvement Committee shall meet at least once termly
Quorum and decisions	The quorum for a meeting is any three Trustees.
Circulation of Papers	Papers will be circulated at least seven days before the meeting.
Referral to the Board	Minutes of the meeting will be passed to the Board.
Terms of Reference Delegated Responsibilities Purpose: To support LEAP's Vision and over-riding ambition to Achieve Excellence for all its students/its staff/its academies/its communities. It achieves this by providing intelligence to the Board of Trustees, supporting innovative educational practice and providing a forum for mutual support and challenge to drive school improvement across the Trust. A range of staff members of invited to present at meetings dependant on the area of focus. Responsibilities To consider and advise the Board of Trustees on the adequacy and effectiveness of the Trust's data collection systems To monitor, within an agreed timescale, the implementation of agreed improvement priorities and report progress to the Board of Trustees <ul style="list-style-type: none"> • Review relevant Trust policies for Curriculum, T&L and Assessment to ensure that they maximise students' engagement and progress • Review the Trust's CPD programme in order to enhance the skills of all staff and to enhance provision in our Academies • Consider strategic partnerships with other MATs in order to quality assure our improvement work • Liaison with schools who wish to join the Trust that add capacity to improve and enhance our provision 	

- To ensure effective co-ordination between all the trust's schools
- Becoming more informed about relevant documents and legislation, eg: relating to curriculum / behaviour for learning / marking & feedback / moderation / ESFA "Understanding your Data" / Ofsted Inspection Data Summary Report (IDSR) / DfE's ASP [Analyse School Performance] etc
- Holding the Trust's Chief Executive and invited Academy leaders to account by:-
 - Monitoring/interrogating in-year performance data
 - Understanding the interventions/actions planned to support improving performance
 - Understanding performance data in the context of:-
 - year-on-year time series
 - other local Academies/Trusts
 - national performance measures
 - constituent parts of performance measures (eg, Maths P8, Science Value Added score, 'A' Level Value Added score)

Pay Review Committee – A Committee of the Board

Membership:

Voting Members

The committee will comprise three Trustees

(NOTE: In the event of the Chief Executive or a Principal appealing in respect of their own pay progression, the Committee will comprise three Trustees who have not taken part in that individual's appraisal process. Additionally, in the event of unavailability of the required number of LEAP Trustees, an independent person may be asked to sit on the Committee)

Non-Voting Attendees May Also Include

Chief Executive and/or Principal relevant to their member of staff appealing the pay progression decision

The Committee may only invite other attenders in the interest of natural justice (e.g. HR/Union representatives and staff member involved as appropriate).

Chair of the Committee	As directed by the Board of Trustees (in the absence of the MAT Chair)
Governance Professional to the Committee	The Lead Governance Professional or in their absence, the LGB Governance Professional
Meetings	As required
Quorum and decisions	The quorum for a meeting is any three Trustees
Circulation of Papers	Papers will be circulated at least five days before the meeting
Referral to the Board	A summary will be included in the next set of Board papers

Terms of Reference - Delegated Responsibilities from the Board

- To hear grounds for the appeal in any cases brought forward by a member of staff against the Principal, following the Principal's Pay Progression process for teaching, non-teaching and SLT staff (up to but excluding the Principal) and the Local Governing Body's Pay Progression meeting held ratifying process transparency and even-handedness
[in the event of the Committee hearing grounds for the appeal by the Chief Executive or a Principal this will be following those staff members having undertaken their own appraisal process]
- To determine whether equity has been applied in line with Trust policy
- To recommend to the Board pay progression decisions for the Chief Executive

Local Governing Body Constitution	
Membership	<p>Voting Members</p> <p>The LGB will comprise of:-</p> <ul style="list-style-type: none"> • At least one Trust-wide parent governor • At least one Trust-wide staff member (not the Principal) • A minimum of three Trust-wide Governors • the Academy's Principal, (Chief Executive acting as the Principal, where one is not appointed); <p>In attendance: Non-Voting Attendees</p> <ul style="list-style-type: none"> • a designated Trustee and Chief Executive as appropriate • Associate Governors • Others may attend LGB meetings, as invited
Chair and Vice-Chair of the Committee	<p>The LGB will recommend a Chair and Vice-Chair though the appointment will be ratified by the Board. Election of the LGB Chair and Vice Chair shall be annual. The Board reserves the right to substitute the Chair or Vice-Chair at any time.</p> <p>Governors will not be eligible to be elected as LGB Chair and Vice Chair if they are employees of the Trust for more than 150 hours annually or Associate Governors.</p> <p>A Governor who is appointed as Chair of the LGB will, whilst in that role, automatically become/carry out the specific role as the LGB's Designated Safeguarding Link role [as is the case for the MAT Chair who has a similar role at Trust level].</p>
Quorum and decisions	<p>The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three of the voting members of the membership of Governors, or, where greater, any one third (rounded up to a whole number), including at least one TWG. All decisions will be in keeping with Trust policy and procedural documents.</p> <p>The total number of Governors who are employees of the Trust exercising any vote shall not exceed one-third of the total number of Governors</p>
Governance Professional to the Committee	LGB Governance Professional or in their absence, the Lead Governance Professional
Meetings	At least 5 times per year.
<p>Terms of Reference - Delegated Responsibilities to the LGB under the Board's Scheme of Delegation</p> <p>Strategy and Leadership</p> <ul style="list-style-type: none"> • To follow the strategic objectives of Trust/Academy and ensure progress towards those strategic objectives is reviewed • To review the Academy Improvement Plan / Ofsted Action Plan / Key Performance Indicators to ensure progress is made • Contributing to the self-evaluation process for the relevant Academy • To adhere to policies regarding compliance (regulator) relating to specific areas outlined (eg Trust Complaints Policy/Procedure) 	

- To adhere to Trust requirements relating to the appointment of Governors to the LGB

Pay Progression Committee (separate TOR attached)

Student Discipline & Exclusion Committee (separate TOR attached)

Staff Grievance Committee (separate TOR attached)

Staff Disciplinary Committee (separate TOR attached)

Trips & Visits are dealt with as part of the Principal's report at LGB Meetings enabling (i) an update on those trips and visits approved by the Principal and (ii) seeking LGB approval for the annual cycle of Academy trips/visits which are either adventurous, international and/or residential ensuring adherence to all health and safety, financial and statutory requirements associated with student educational visits.

Please note, overseas visits require Board approval

(NOTE: In the event of a vote taking place for those visits requiring LGB approval, any Parent Governor whose child/children are participating on a particular visit discussed must declare that interest)

Pay Progression – A Committee of the LGB	
Membership	Voting Members Three Trust-wide Governors The LGB panel must <i>not</i> include any Staff Governors Non-Voting invited attendees Principal (or nominee) Academy Operations Manager
Chair and Vice-Chair of the Committee	To be determined by the Committee unless decided by the LGB
Quorum	All three Governors and the Principal (or his/her nominee)

Governance Professional to the Committee	LGB Governance Professional or in their absence, the Lead Governance Professional
Meetings	Once annually (November for teaching staff and July for non-teaching staff)
Terms of Reference - Delegated Responsibilities from the LGB <ul style="list-style-type: none"> To review the Pay Progression process of teaching, non-teaching and SLT staff up to but excluding the Principal to ensure transparency of approach and even-handedness in line with Trust policy 	

Student Suspensions and Exclusion Committee – A Committee of the LGB	
Membership	<p>Voting Members</p> <p>The Committee will consist of three Governors from any of the Trust's Academies, including Associate Governors, Trustees or independent members who are trained in exclusion hearings</p> <p>The hearing panel must not include:</p> <ul style="list-style-type: none"> the Principal, although this does not prevent the Principal attending the Committee in a non-voting capacity to give evidence any Governor with prior knowledge of the specific details of the case any staff Governors from the relevant school <p>Non-Voting invited attendees</p> <p>Associate/Vice/Assistant Principal(s) and the relevant student and their parent(s)/carer(s) would normally attend the Committee.</p>

	The Committee may only invite other attendees in the interest of natural justice.
Chair of the Committee	To be appointed by the committee at each meeting.
Quorum and decisions	All 3 Panel Members
Governance Professional to the Committee	LGB Governance Professional or in their absence, the Lead Governance Professional
Meetings	The Committee shall meet to address arising student discipline matters to comply with statutory timescales or, where not mandatory, within a reasonable period of time.
Terms of Reference <ol style="list-style-type: none"> 1. To meet the statutory requirements of student discipline and exclusions for a permanent exclusion / termly 15+ days fixed term exclusion brought by the Principal. 2. To review the use of exclusion within the school and to decide whether or not to confirm the decision of the Principal to exclude a student. 	

Staff Grievance Committee – A Committee of the LGB	
Membership	<p>Voting Members</p> <p>The LGB Chair or Vice-Chair, other than in exceptional circumstances, and two other Trust-wide Governors, not being the Principal or Trustees.</p> <p>The LGB panel must not include any Staff Governors</p> <p>Non-Voting invited attendees</p> <p>The Committee may only invite other attenders in the interest of natural justice (e.g. HR/Union representatives and staff member involved as appropriate).</p>
Chair and Vice-Chair of the Committee	Either LGB Chair or Vice Chair or, in exceptional circumstances, an LGB Chair from one of the other schools in the Trust or a Trustee
Quorum and decisions	All 3 Panel Members
Governance Professional to the Committee	An LGB Governance Professional from one of the Trust's other Academies or in their absence the Lead Governance Professional
Meetings	The Committee shall meet to address arising matters.
Terms of Reference - Delegated Responsibilities from the Board of Trustees <ol style="list-style-type: none"> 1. To hear and determine any cases brought forward by a member of staff against the Principal, where the Principal determines a matter should be heard by the Committee or in any other case permitted by policy. 	

Staff Disciplinary Committee – A Committee of the LGB (or full LGB on appeal)	
Membership	<p>Voting Members</p> <p>The LGB Chair or Vice-Chair of LGB, other than in exceptional circumstances, and two other Trust-wide Governors, not being the Principal or Trustees.</p> <p>The LGB panel must not include any Staff Governors</p> <p>Non-Voting invited attenders</p> <p>The sub-committee may only invite other attenders in the interest of natural justice (e.g. HR/Union representatives and staff member involved as appropriate)</p>
Chair and Vice-Chair of the Committee	Either LGB Chair or Vice Chair or, in exceptional circumstances, another LGB Chair from within the Trust or Trustee
Quorum and decisions	All 3 Panel Members
Governance Professional to the Committee	The LGB Governance Professional or in their absence the Lead Governance Professional
Meetings	The Committee shall meet to address arising matters
Terms of Reference - Delegated Responsibilities from the Board of Trustees	
1. To hear and determine any cases brought forward in accordance with the HR Policy.	