



**Terms of Reference for Trustee committees**

## Trustees: Terms of Reference

### Introduction

The values we hold, the expectations we have and the commitments we make to learners, families and one another are the elements, which bind Enquire Learning Trust Academies together. We work collaboratively to enhance the progress of every learner and leaders across our academies expect achievement to be high and outcomes strong.

A passionate commitment to professional development as the root of improvement and all of our academies embrace the spirit of *enquiry* as a means of affirming, sharing, sharpening and developing practice. Through *collaborative enquiry* we also ensure all voices are heard, valued and make a contribution to the on-going development of the Trust. This is our academy trust, it belongs to all of us, and everyone works together to make it a great place for professionals to work and a fantastic place for children to learn.

### Constitution

The Enquire Learning Trust is a limited company with charitable aims. The trust is governed by the Board of Trustees, who are responsible for, and oversee, the management and administration of the trust and the academies run by the trust.

The Trustees are accountable to the Department for Education (DfE) and external government agencies, including the Charity Commission, for the quality of education they provide and the effect use of the associated academy funding. They are required to have systems in place through which they can assure themselves of quality, financial probity, safety and good practice.

These terms of reference explain the ways in which the board fulfills its responsibilities for the leadership and management of the trust. They have been adopted by the board in accordance with the trust's Articles of Association and should be read in conjunction with those Articles. All Trustees must work to the Seven Principles of Pupil Life

#### The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

**Selflessness** - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** - Holders of public office should promote and support these principles by leadership and example.

## **Role**

The Trustees take responsibility for pupil outcomes in all our academies within the trust. The Trustees appoint the company members of Enquire Learning Trust and in turn the members appoint the Trustees.

The Trustees are responsible for the strategic direction, broad policy framework and oversight of the trust and all its academies in order to ensure that the vision and values underpin the work and direction of travel.

The Trustees should also ensure the solvency of the trust, safeguarding its assets and delivering its charitable outcomes. The board oversees the performance of the trust, including the management of risk. This is largely exercised through strategic planning, and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality assurance processes. The Trustees have the power to direct change where performance falls short of expectations of good to outstanding academies.

Trustees will have regard to the interests of all academies for which the trust is responsible in deciding and implementing trust – wide policies or exercising any authority in respect of an academy.

The Trust is the sole legal entity for all central operations and for the academies in the trust. As detailed in the Articles and Master Funding Agreement, the Trustees have sole responsibility for the strategic decision making in the trust. On behalf of the trust, the Trustees can decide to delegate some (but not all) of its decision making to the board committees and Local Governing Bodies. The extent of the delegation will be determined in the Scheme of Delegation.

These delegations must take full account of the trust's legal responsibilities and ensure effective risk management. The framework for delegated decision-making is described in the Scheme of Delegation.

## **Membership and quorum**

The quorum for the trust board meetings will be 3 Trustees.

Trustees are appointed because of the range of skills and expertise they can bring to help to realise trusts vision and values.

## **Chairmanship**

The chair and vice – chair of the board of Trustees is appointed by the Accountable Officer and will hold office for two years. He or She is eligible for re-election.

The Board of Trustees can choose to vary the term of office of individual Trustees up to a maximum of four years in order to ensure continuity and sustainability.

If the chair and vice – chair are absent from any meeting of the board the members shall choose one of their number to act as chair for the meeting.

## **Meetings**

The trust board and board sub- committees shall meet every term. Extraordinary meetings may be called at short notice if there are urgent issues that need board discussion and/or a board decision.

The Trustees will appoint a clerk to the board.

## **Duties**

The responsibility of the Board of trustees shall be:

### ***Setting strategic direction***

- To ensure that the trust's vision and values underpin the way in which the trust works and relationships within the trust;
- To determine the educational character, religious ethos and mission of the trust;
- To approve the trust and individual academy annual and three year strategic plan and review annually;

### ***Ensuring high standards of achievement and improved performance***

- To ensure that all academies in the trust are effectively challenged and support to maximize outcomes of children and young people who attend trust academies.
- To regularly review the key performance indicators of each academy and identify the trust strategic plan
- To challenge and support the trust's senior officers and academy leaders to achieve best value in terms of impact, outcomes, quality and cost;

### ***Ensuring strong and robust governance***

- To ensure compliance with the trust's duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements;
- To ensure the continued charitable status of the trust;
- To approve the trust board's terms of reference and keep them under regular review;
- To approve the trust's scheme of delegation and keep it under regular review;
- To approve the terms of reference of the audit committee and keep them under regular review;
- To approve the trust's policy framework that identifies responsibilities for approving specific policies and keeping this under regular review;
- To take timely action to address decisions for which there is a legal requirement for board approval;
- To ensure effective consultation and communication with all constituent parts of the trust;
- To review its own effectiveness regularly and agree appropriate actions to improve its performance;

### ***Ensuring sound financial practices***

- To approve the trust's annual budget and keep it under regular review by receiving a report from the Chief Finance Officer at every board meeting;
- To approve each trust academy's bottom line annual budget, review annually and endorse plans to address identified over or underspends;
- To agree the scheme of financial delegation to trust academies and review this annually;
- To receive the annual report from the trust's auditors and take the appropriate actions to respond positively to any recommendations;

### ***Becoming the employer of choice***

- To approve trust wide employment policies for all trust employees;

### ***Ensuring a secure health and safety environment***

- To approve the trust's health and safety policy and review its implementation annually;

### ***Ensuring effective child protection and safeguarding***

- To approve the trust's safeguarding policy and keep it under regular review;
- To receive an annual report on the effectiveness of safeguarding practices in trust academies and within the trust;

#### ***Acting as the admissions authority***

- As the admissions authority for all trust academies, determine the admissions arrangements for all academies and review annually;

#### ***Reporting procedures***

- The clerk to the trust board shall circulate minutes of the meetings, the agenda and any associated papers for forthcoming meetings at least seven working days before the date of the board meeting.

## Standards Committee - Terms of Reference

### Introduction

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### Constitution

The Trustees of Trustees (Trustees) has resolved to establish a Standards Committee in accordance with the provisions of Article 6 of the Articles of Association to advise the Trustees on matters relating to raising standards through teaching, learning, monitoring, evaluation and the school development plan. This Committee shall operate in accordance with any requirements of the Education Funding Agency, Company Law, Charity Law and any other national funding bodies. It is responsible to the Trustees.

### Role

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

### Membership and quorum

The Trustees may co-opt persons to the Committee who are not Trustees. The Committee shall consist of a minimum of 3 and a maximum of 9 members (of whom at least two shall be Trustees and at least one of whom shall have the relevant skills and expertise). The Chair of the Trustees, Chief Executive and the School Improvement Officers, shall not be eligible for membership. The Committee may include employees of the Trust (other than senior postholders and those with executive responsibilities in the Trust at senior level).

50% of members, rounded up represent a quorum, provided that there are a majority of Trustees members present.

### Chairmanship

The Chair of the Committee shall be appointed by the Trustees and will normally be a Trustee to allow effective feedback to the Trustees. If the Chair is absent from a meeting, the members shall choose one of their number to act as Chair for that meeting.

### Meetings

- The Committee shall meet as necessary but normally at least once per term. The Chair or any two members may call a meeting.
- Non-members may be invited to attend meetings.
- Other Trustees members shall not have the right to attend meetings.
- The Clerk to the Committee will keep appropriate records of the proceedings.
- The minutes of Committee meetings shall be circulated to all Trustees.

**Duties**

- Ensure that the Academy Developments Plans sets priorities to ensure that children reach age related expectations
- Monitor and evaluate progress towards the priorities set in the Academy development plan
- Monitor and evaluate pupils academic progress in line with the school development plan for all groups of learners against agreed in national curriculum level targets
- Determine and implement monitoring and evaluation activity/visits
- Monitor and evaluate the impact of the professional learning offered
- Ensure a focus on the four key judgements as per the Ofsted Inspection
- Review all relevant policies including the Academy Improvement Strategy
- To monitor and review the measures previously covered in the 'Every Child Matters' initiative for each Academy

These Terms of Reference were discussed and approved by the Trustees on (date)

Signed ..... Chair of Trustees

## The Audit, Risk and Finance Committee – Terms of Reference

### Introduction

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### Constitution

The Trustees of Trustees (Trustees) has resolved to establish an Audit Committee in accordance with the provisions of Article 6 of the Articles of Association to advise the Trustees on matters relating to the Trust's audit arrangements and systems of internal control. This Committee shall operate in accordance with any requirements of the Education Funding Agency, Company Law, Charity Law and any other national funding bodies. It is responsible to the Trustees.

### Role

The Committee is authorised by the Trustees to:-

- investigate any activity within its terms of reference.
- seek any information it requires from the internal audit service, the financial statements auditor, Trustees, Committees and Trust employees, plus relevant information from subcontractors and other third parties.
- obtain external professional advice.

NB. The Trustees must not add to these terms of reference responsibilities that require the Audit Committee to adopt an executive role, or its members to offer professional advice to the Trustees. The Audit Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Trustees. Advice should only be given in Committee members' capacity as Trustees and only within their terms of reference.

### Membership and quorum

The Trustees may co-opt persons to the Committee who are not Trustees. The Committee shall consist of a minimum of 3 and a maximum of 6 members (of whom at least two shall be Trustees and at least one of whom shall have the relevant skills and expertise). The Chair of the Trustees, Chief Executive and the Chief Finance Officer, shall not be eligible for membership. The Committee may include employees of the Trust (other than senior postholders and those with executive responsibilities in the Trust at senior level).

50% of members, rounded up represent a quorum, provided that there are a majority of Trustees members present.

### Chairmanship

The Chair of the Committee shall be appointed by the Trustees and will normally be a Trustee to allow effective feedback to the Trustees. If the Chair is absent from a meeting, the members shall choose one of their number to act as Chair for that meeting.

### Meetings

- The Committee shall meet as necessary but normally at least once per term. The Chair or any two members may call a meeting.
- The meetings shall be timely with the work of the Trust's internal audit service and the financial statements auditor.

- Non-members may be invited to attend meetings.
- Other Trustees members shall not have the right to attend meetings.
- The Clerk to the Committee will keep appropriate records of the proceedings.
- The minutes of Committee meetings shall be circulated to all Trustees.

**Duties**

The duties of the Committee shall include:-

- responsibility for monitoring the adequacy and effectiveness of the Trust's systems of internal control (including review of the statement of internal control) and its arrangements for risk management, control and governance processes and for securing economy, efficiency and effectiveness (value for money).
- advising the Trustees on the appointment, re-appointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
- advising the Trustees on the scope and objectives of the work of the internal audit service and the financial statements auditor.
- ensuring effective co-ordination between the internal audit service and the financial statements auditor
- considering and advising the Trustees on the audit strategy and annual internal audit plans for the internal audit service.
- advising the Trustees on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor, and management's responses to these.
- monitoring, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements auditor's management letter.
- considering and advising the Trustees on relevant reports by the National Audit Office, the Education Funding Agency (including those from the local provider financial assurance teams) and other funding bodies and, where appropriate, management's response to these.
- establishing, in conjunction with Academy management, relevant annual performance measures and indicators and monitoring the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and deciding, based on this review, whether a competition for price and quality of the audit service is appropriate.
- monitoring the Academy's risk management plan and advising the Trustees on its adequacy and effectiveness
- producing an annual report for the Trustees and accounting officer which should include the Committee's advice on the effectiveness of the Academy's risk management, control and governance processes and any significant matters arising from the work of the internal audit service and the financial statements auditor.
- monitoring and advising the Trustees on any alleged fraud and irregularity in the Academy's financial and other control systems and ensuring that all allegations of fraud and irregularity are properly followed up.
- being informed of all additional services undertaken by the internal audit service and the financial statements auditors.
- recommending the annual financial statements to the Trustees for approval.
- monitoring the effectiveness of the Academy's whistleblowing procedures meeting privately with the Internal and External Auditors, and separately with the Chief Finance Officer at least once a year.

These Terms of Reference were discussed and approved by the Trustees on (date)

Signed ..... Chair of Trustees

