

## Terms of Reference

This Terms of Reference (TOR) document establishes the specific authority for each particular Trust Board or Committee. It set out their roles, responsibilities, operations, tenure and obligations, in accordance with any specific legislative requirements. The benefit of creating these TORs is to provide Board or Committee members and key stakeholders a common understanding of the scope, objectives and operational processes of the board/committee and any legislative requirements.

The Education Village Academy Trust (EVAT) has three tiers of governance consisting of Members, a Board of Trustees and Education Standards Committees.

The Board delegates certain responsibilities and tasks to Committees such as the Finance, Audit, Risk and Resources Committee, who approve and monitor the Trust's budgets and oversee financial propriety and process.

All Committees must communicate any concern or issue it identifies to the Board of Trustees at the earliest opportunity. At the end of every meeting, committee members should review the proceedings and agree any matters it should bring to the attention of the Board. Where a matter for the Board is identified, the Governance Professional for the meeting will bring it to the attention of the Chair of the Board and the Chief Executive.

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## **TRUST MEMBERS**

### **Membership:**

Kevin Duffy  
Tim Fisher  
Ken Fraser  
Raman Sanghera  
Sarah Monk

### **Quorum:**

Two persons entitled to vote upon the business to be transacted (each being a Member, proxy of a Member or a duly authorised representative of a Member organisation).

### **Frequency of meetings**

Annually, usually in December.

### **Key functions and Powers**

- To appoint (or remove) Trustees.
- To appoint (or remove) the Trust's external auditors.
- To control any changes to the Trust's constitution (its Memorandum and Articles of Association).
- To receive the Trust's audited accounts.
- To receive minutes of Trust Board meetings, in order to be informed about Trust business and provide assurance the Board is exercising effective governance. Members can, by special resolution, direct Academy Trustees to take a specific action where Trustees are unable, or unwilling to act in the best interests of the Trust. Members should consider using this power if they believe the trust board is failing to carry out its core functions, or is acting unlawfully. Other examples of when members might consider issuing a direction to Academy Trustees include where they believe an external review of governance should be carried out and the Academy Trustees have not done so, where the board has failed to act on child safeguarding, and where the academy trust is in breach of its funding agreement.

## **BOARD OF TRUSTEES**

### **Membership**

Trustees are appointed by the Trust's Members for the strategic skills they bring to the Board (e.g. education, finance, business). The Trust's Articles of Association state there is no maximum number of Trustees. The current number of Trustees is nine. Whilst the latest audit of Trustees' skills did not highlight any specific skills gap, the Board will continue to encourage individuals with appropriate skills and knowledge to join so that continuity of governance is assured.

### **Quorum**

Three Trustees, or, where greater, any one third (except where the matter to be considered is a vote on the removal of a Trustee, when the quorum is two thirds).

### **Frequency of meetings**

The Board meet half-termly (6 meetings each year).

Special Meetings can be requested at any time by Trustees contacting the Governance Professional.

### **Role**

The Board is the decision-making body of the Trust and is accountable for its Academies. It is the employer of all Trust staff.

The Board provides strategic leadership and accountability in schools. It should avoid involvement in operational matters. It has three key functions:

- Overseeing the financial performance of the Trust and its Academies and making sure its money is well spent
- Holding the Executive Leaders to account for the educational performance of the schools and their pupils and the effective and efficient performance management of staff.
- Ensuring clarity of vision, ethos and strategic direction

As charity trustees, the Board must also ensure that it complies with charity law requirements. Trustees may choose to delegate some functions to Committees, though the Board remains ultimately accountable. In EVAT the function monitoring educational performance is delegated to the Education Standards Committees.

### **Terms of Reference**

- Set the vision, ethos and mission for the Trust.
- Set the strategic direction for the Trust and its Academies.
- Have regard to the need for staff to be able to achieve a satisfactory work life balance, and where necessary challenge to help reduce unnecessary burdens.
- To define and regularly review risk appetite for the Trust
- Agree and establish Committees to delegate tasks and responsibilities as the Board sees fit.
- Agree the constitution and membership of all Committees of the Board.
- Consider linking Trustees to specific areas of responsibility e.g. Safeguarding, Risk, SEND.
- Appoint a Chair to each Committee.
- Communicate effectively with Committees to ensure clarity of role and priorities
- Ensure the Trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the Academies Financial Handbook.
- Ensure the Trust seeks economy and value for money in the use of its funds.
- Publish annual accounts, including a governance statement and composition of the board of trustees.
- Determine, implement controls and review the risks the Trust and its Academies face
- Ensure the Trust complies with the law.
- Act responsibly, in the interests of the Trust and its academies.
- Maintain a Register of Business Interests which is regularly updated. Approve Statutory Trust policies and delegate where appropriate following DfE guidance.

### **Emergency powers**

The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of:

- the Trust
- any school within the Trust
- any student or employee of the Trust
- or any other member of the school community

in circumstances where, in the opinion of the Chair (or in their absence Vice Chair), it would not be reasonably possible to convene a meeting of the Trust Board or a relevant Committee in the time necessary to protect such interests. Any such action must be reported to the Trust Board within 5 working days.

## **COMMITTEE A OF THE BOARD OF TRUSTEES**

### **Purpose:**

A delegated sub-committee of the Board of Trustees, will be established as and when required to consider, resolve specific area of Trust business, take actions and/or make decisions as it sees fit. It will assist the Board in carrying out its duties and obligations, underpinning propriety in the management of EVAT academies and settings.

### **Accountability**

Will report to the Board of Trustees.

### **Membership:**

Any three non-staff Trustees or ESC members available for a meeting. The majority of members must be Trustees.

### **Quorum**

Three members; Chair of the Committee must be a Trustee.

### **Frequency of meetings**

As required.

### **Terms of Reference**

- Act as the Pay Appeals Committee (only persons not involved in the original pay decision are eligible for membership in this case)
- Act as the Complaints Panel in accordance with the Complaints Policy
- Act as the Pupil Exclusion Panel (where the Education Standards Committee is unable to exercise this delegated function for any reason)
- Act as an appeal panel for any other business not resolved by staff
- The Committee will seek professional and or/legal advice where necessary.

## **COMMITTEE B OF THE BOARD OF TRUSTEES**

### **Purpose**

To consider appeals resulting from decisions made by Committee A

### **Membership:**

Any three non-staff Trustees or ESC members not involved in Committee A available for a meeting. The majority of members must be Trustees.

### **Quorum**

Three members; Chair of the Committee must be a Trustee.

### **Frequency of meetings**

As required.

### **Terms of Reference**

Act as Committee B where required in accordance with staffing policies to consider appeals made against decisions by Committee A.

### **Membership**

Minimum of three Trustees, excluding staff (other than the Chief Executive). The Chair must be a Trustee and the Committee must be constituted by a majority of Trustees.

At least one committee member must have appropriate financial skills and experience.

### **Frequency of meetings**

Minimum of four meetings in each financial year.

Special Meetings can be requested at any time by any members of the Committee contacting the Governance Professional.

### **Role**

To review the proposed annual budget (and Medium-Term Financial Plan) for each Academy and the Trust and recommend their approval (or otherwise) to the Board of Trustees. The Committee also approves any significant expenditure which is above the amounts delegated to the Chief Executive and any statutory finance, HR and premises related policies. It determines matters related to pay and performance management of staff (by means of a subcommittee).

To advise the Academy Trust on the adequacy and effectiveness of systems of internal control and arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).

The Committee will promote efficiency as one of the core aims of the Trust.

### **Terms of Reference**

#### **Budgets**

- Review annual budgets proposed by the Trust's Finance Director and recommend their approval (or otherwise) to the Board.
- Receive Management Accounts and monitor spend against forecast and query any significant variance.
- Monitor the Trust's Reserves and promote prudent investment where appropriate.
- Utilise Benchmarking information where available to inform financial key performance indicators.

- Approve any expenditure, including contracts, which exceed the Chief Executive's delegated level of approval.
- Ensure the Trust has appropriate insurance.
- Monitor changes to the Trust staffing structure.
- Approve the Trust's Finance Policy and Procedure.

### **Staffing**

- Approve any changes to leadership structures in any Academy or the Trust.
- Approve any changes to a staffing cadre where the funding for the post(s) must come from Trust reserves.
- Approve any leadership staff redundancy or early release.
- Review staff attendance information and seek assurances on behalf of the Board that appropriate action is being taken to reduce absence.
- Approve a number of HR related policies (e.g. Capability, Appraisal, Discipline).

### **Pay**

- Monitor and review the Trust's Pay Policy, ensuring it is statutorily compliant and applied equitably and consistently.
- Constitute a pay sub-committee to include a number of members of the Finance, Audit, Risk and Resources Committee together with the Trust's Chief Executive. Said sub-committee to ensure pay decisions are fair and in accordance with the Trust's Appraisal Policy.

## **Internal Control and Risk Management**

### **Internal Audit**

- Advise Members on the appointment, reappointment, dismissal and remuneration of the external audit service.
- Appoint internal auditors and agree the work programme of the internal audit service.
- Consider the reports of the internal audit service and, when appropriate, advise the Board of material controls issues.
- Monitor the implementation of agreed recommendations relating to internal audit reports.

### **External Audit and Financial Statements**

- Review the external auditor's plans each year.
- Advise the Board and Members annually on the effectiveness, appointment, reappointment, dismissal and remuneration of the external auditor.
- Consider the reports of the external auditors and, when appropriate, advise the Board of material controls issues.
- Monitor the implementation of agreed recommendations relating to the external auditor's management letter.
- Establish, in conjunction with the Trust's Executive, relevant performance measures and indicators, to monitor the effectiveness of the external auditor.
- Review the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the governance statement, consideration of the internal control systems' effectiveness, risk management statements and any relevant issue raised in the external audit management letter.



- Recommend the annual financial statements to the Trust for approval.

### **Risk Management and Control**

- Review the adequacy of the Trust's Risk Management Policy and procedures, regularly review the risk register and report on Trust Risk Management annually to the full Board.
- Review the content of ESFA investigation reports, along with any guidance on reducing the risk of financial irregularity.
- Escalate any risks where controls are considered inadequate to the full Board.

### **Fraud Prevention and Detection**

- Review the Trust's arrangements in respect of whistleblowing and anti-fraud and corruption and make recommendations as necessary.
- Ensure that all allegations of fraud and irregularity are properly followed up and control weaknesses addressed, including being notified of all cases.

### **Premises**

To receive a termly Premises and Health and Safety update report.

### **Authority**

The Committee is an advisory body with no executive powers other than those set out above. However, it is authorised by the Trust to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any Trust member, Committee of the Trust or employee of the EVAT, plus relevant information from sub-contractors and other third parties. All Trust members and employees of the Trust are directed to co-operate with any reasonable request made by the Committee.

### **Approval**

The Terms of Reference may only be amended by a resolution of the Board of Trustees.

## **EDUCATION STANDARDS COMMITTEES**

### **Membership**

There will be an Education Standards Committee (ESC) for each Academy in the Trust. Members of the ESC are appointed by the Board of Trustees and are made up of Staff (Principal plus no more than one other), parents (the preference is for two) and Board appointed members.

The current preferred model is nine members (no more than 2 staff, 2 parents and the remainder Board appointed).

The Board of Trustees appoint the Chair for each ESC. A Chair may hold office for more than one academic year.

### **Quorum**

Three, or, where greater, any one third.

### **Frequency of meetings**

No less than three and no more than six meetings each year, plus attendance at training events and conferences. Where an Academy or School is judged to 'Require Improvement' or be 'Inadequate', meetings will usually be more frequent than those judged to be 'Good' or 'Outstanding'.

### **Role**

To monitor and challenge the progress of the Academy in achieving its priorities; ensuring the Academy adheres to the Trust's mission and values and reporting any concerns to the Board of Trustees.

### **Terms of Reference (for each ESC)**

- Review education standards, working with the Principal to support the Academy to achieve its optimum potential for its pupils/students, but also challenging where it perceives there is any room for improvement.
- Review educational targets, subject to approval by the Board.
- Monitor progress towards achieving targets.
- Agree Strategic Plan for spending Pupil Premium grant to best effect and monitor its impact. Likewise Sports Premium and Catch Up grants.
- Establish a working group where there are concerns about a specific area of performance or delivery. This could be a one-off meeting or a series of meetings to establish recommendations or outcomes.

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- Communicate any significant concerns about the Academy's performance or any matter relating to outcomes or the safety of pupils/students to the Board of Trustees at the first opportunity.
- Support the Principal and staff by knowing the Academy's strengths and any areas for improvement, including by establishing and operating a system of 'link members' aligned to particular priorities and by frequent visits to the Academy.
- Be aware of statutory requirements in education as well as best practice and challenge Academy leaders to achieve both.

## **Authority**

The Committee is an advisory body to the Board of Trustees with no executive powers other than those set out above. The Committee is authorised to seek any information it requires to carry out activity within the Terms of Reference from any Trust member, Committee of the Trust or employee of the Trust, plus relevant information from sub-contractors and other third parties. All Trust members and employees of the Academies are directed to co-operate with any reasonable request made by the Committee.

## **Approval**

The Terms of Reference may only be amended by a resolution of the Board of Trustees.

## **PERFORMANCE MANAGEMENT COMMITTEE – for the Chief Executive Officer (CEO)**

## **Membership\***

Chair of Trustees and one other Trustee.

## **Quorum**

As membership.

## **Frequency of meetings**

One meeting prior to 31 December of each year to review performance and agree targets.

At least one meeting during the year to review progress against targets.

## **Terms of Reference**

- Agree annual performance targets for the Chief Executive.
- Review performance against previous targets.

- Monitor progress towards achieving targets.
- Make a recommendation to the Board of Trustees each year in order for it to decide if the CE should progress to the next pay increment. Where the maximum of the scale has been reached, the Board will review performance more generally.

\* Note – The Chair or Trustees must give due regard to the Appraisal Policy when conducting the performance meeting

## **PERFORMANCE MANAGEMENT COMMITTEE – Chief Operating Officer / Principals**

### **Membership:**

Chair of Academy's Education Standards Committee and Chief Executive.

### **Quorum**

As membership

### **Frequency of meetings**

At least one meeting prior to 31 December of each year to review performance and agree targets.

At least one meeting during the year with the Chief Executive to review progress against targets.

### **Terms of Reference**

- Agree annual performance targets for the Principal.
- Review performance against previous targets.
- Monitor progress towards achieving targets.
- Consider recommending pay progression based on performance.

## **PUPIL EXCLUSION / COMPLAINTS PANEL**

### **Membership:**

Exclusions - Any three ESC members eligible and available to attend a meeting. They may be from different ESCs, although at least one should be from the ESC associated with the Academy the exclusion or complaint is related to.

Complaints – Three members, one of which must be independent of the Trust – see the Trust's Complaints Policy.

### **Quorum**

Three members, the Chair should be a member of the ESC for the Academy under discussion.

### **Frequency of meetings**

As required.

## **Terms of Reference**

- Consider whether to uphold an exclusion or direct the reinstatement of an excluded pupil:
  - where the exclusion is permanent; is a fixed period exclusion which would bring the pupil's total number of school days of exclusion to more than 15 in a term; or would result in a pupil missing a public examination or national curriculum test.
  - where requested to do so by the parents if a pupil would be excluded from school for more than five school days, but not more than 15, in a single term;
  - where an exclusion would result in a pupil missing a public examination or national curriculum test so far as reasonably practicable to convene a panel before the date of the examination or test.
- Review complaints in accordance with the Complaints Policy and direct action as appropriate.

## **ROLES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE**

### **PURPOSE**

To provide dynamic and strategic direction and leadership to the Education Village Academy Trust, in an all-age, all-ability context. To be wholly responsible for the organisation. The Chief Executive will hold statutory headship responsibility for all of the Academies in the Trust, and will line manage the Executive Principal of the specialist provision and the Principals of the mainstream academies.

### **MAIN DUTIES/RESPONSIBILITIES**

1. To fulfil the statutory role of Head Teacher for all of the Academies in the Trust and be the strategic leader for the Education Village Academy Trust.
2. Hold line management responsibility for the Executive Principal of the specialist provision and the Principals of the mainstream academies, including being responsible for their performance management, along with the performance management of the Chief Operating Officer and the Trust lead SENDCo.

3. To promote the ethos and vision of the Education Village Academy Trust and to present it to a wide range of audiences.
4. To ensure compliance with the requirements of the Master Funding Agreements and Supplemental Funding Agreements for the Academy Trust.
5. To ensure compliance with the Education Village Academy Trust Scheme of Delegation.
6. To provide dynamic and strategic direction and leadership for Teaching and Learning in the Education Village Academy Trust, in an all-through, all ability context.
7. To be wholly accountable for all aspects of Teaching and Learning and Standards across the Education Village Academy Trust.

8. Act as principal adviser to the Education Village Academy Trust Board of Trustees and Members on all areas of provision across the Trust.
9. To ensure the Chair of the Board is kept apprised of all key strategic matters across the Trust.
10. To ensure that risks to the Trust are managed within the risk appetite defined by the Board of Trustees, and that any significant risks (e.g. to reputation) are reported to the Chair of the Board.
11. To be the Accounting Officer for the Education Village Academy Trust, personally responsible for the propriety and regularity of the public finances in their charge.
12. To be responsible for ensuring a diverse, innovative, and inclusive curriculum offer for all pupils across the Education Village Academy Trust.
13. To be responsible for ensuring the development and implementation of all policies across the Trust.
14. Be proactive in addressing the strategic priorities of the Education Village Academy Trust and take the lead on the Trust's strategic plan.
15. Be the main point of contact for the Local Authority, ESFA, DfE and other key bodies in respect of all aspects of the Trust.
16. Oversee the planning of the Education Village Academy Trust budget and the deployment of resources across the Trust, including the management and monitoring of the PFI contract, and the use of the Pupil Premium to ensure value for money and evaluation of impact at all times.
16. Act as an ambassador for the Education Village Academy Trust in developing partnerships and links with stakeholders that promote a positive profile of the Trust.
17. Ensure effective school self-evaluation and improvement planning in all of the Trust's academies.
18. To provide motivational and inspirational leadership at all levels of the organisation.
19. To lead the Education Village Academy Trust in achieving excellence with a focus on continuous improvement and raising standards.
20. Be responsible for meeting the demands of changing legislation, new initiatives and changing practice.



21. Build and maintain strong working relationships with pupils, parents, staff, trustees and governors across the Trust.
22. Support the need for effective communication, both internal and external to the Trust, including liaising with the local and national media as required.
23. Ensure equality of opportunity for all.
24. Carry out his/her duties with full regard to the Trust's Equality and Diversity Policy in the terms of employment and service delivery to ensure that colleagues are treated and services delivered in a fair and consistent manner.
25. To comply with health and safety policy and systems, report any incidents/accidents/hazards and take pro-active approach to health and safety matters in order to protect both themselves and others.
26. To safeguard and promote the welfare of children for whom they have responsibility or come into contact with, to include adhering to all specified procedures.
27. These duties are neither exclusive, nor exhaustive and the post holder will be required to undertake other duties and responsibilities, which the Board of Trustees may determine.

**These terms of reference are to be reviewed and approved by the Board of Trustees annually.**