



# THE NEW GUILD TRUST

## Terms of Reference

### Committees:

- Resources
- Standards
- Audit
- Local Community Governing Body

**Policy Reviewed and Adopted by  
Board of Trustees:**

**Date of Next Review: Autumn Term  
2021**

**Accounting Officer: K Peters**

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**1. RESPONSIBILITIES OF THE TRUST**

The Trustees retain authority and responsibility for the following:- 1.1

Compliance with the provisions of the Funding Agreements;

- 1.2 preparation and approval of these Terms of Reference under which the Trust is governed and subsequent amendments;
- 1.3 preparation, approval and implementation of all policies, except those delegated to specific committees of the Board including but not limited to admissions, the educational vision of the Trust and each Academy's Improvement Plan;
- 1.4 agreement of the Trust's annual funding, and that to be delegated to individual Academy level, in consultation with the Chief Executive;
- 1.5 compliance with the Academies Financial Handbook including, but without limitation, determination of procurement and finance policies for the Trust;
- 1.6 oversight with regard to the finances of the Trust, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement;
- 1.7 determination of the corporate planning and strategy for the Academies and the Trust;
- 1.8 the determination of the extent of the services provided to the Academies by the Trust and how the costs should be allocated;
- 1.9 set targets each financial year as further detailed in the Master Funding Agreement;
- 1.10 determining any additional financial and reporting targets for the Trust and individual Academies;
- 1.11 as the legal employer of all staff, responsibility for human resource policies and procedures and terms and conditions of service;
- 1.12 appoint the Internal and External Auditors for the Trust;
- 1.13 appoint bankers and agree banking arrangements and signatories;
- 1.14 arrange appropriate insurance policies in respect of the Trust's land and buildings and its activities;
- 1.15 compliance with all statutory regulations and Acts of Parliament governing the operation of the Trust;
- 1.16 determination of the admissions policy and arrangements for each Academy in accordance with admissions law and DfE codes of practice;
- 1.17 Determination of the complaints policy and procedures for the Trust;

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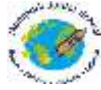


- 1.18 Exercise overall responsibility for the health, safety and welfare of all staff, pupils and visitors to Trust premises and Trust activities;
- 1.19 Enter into contracts within the limits specified in the Trust finance policy;
- 1.20 Maintenance of the Trust's estate in accordance with the policies established by the Trust;
- 1.21 Maintain systems of prudent and effective internal controls in line with the Trust's finance policy.
- 1.22 To adopt the Trust Data Protection policy and monitor academy compliance with the General Data Protection Regulation (GDPR). To understand the Trust duties within this.

## 2. DELEGATION OF RESPONSIBILITIES TO THE CHIEF EXECUTIVE / ACCOUNTING OFFICER

The Board of Trustees acknowledge that the following responsibilities have been delegated to the Chief Executive:

- 2.1 Implementing the agreed policies and procedures laid down by the Trust; this includes the implementation of all statutory regulations, provisions within the Education Acts and compliance with the Master and Supplemental Funding Agreements Funding Agreements;
- 2.2 Advising the Trust on strategic direction, forward planning and quality assurance;
- 2.3 The leadership and management of the Trust, and line management of the Headteachers or Heads of School, and other executive Trust posts including advising Trustees on setting appraisal targets and performance against KPI targets;
- 2.4 As Accounting Officer for the Trust and Chief Executive, overall accountability and management of the Trust budget as approved by the Board of Trustees.
- 2.5 Advising the Trust on the appointment of all Leadership posts across the Trust, including the headteacher. Leadership posts are those designated on the Leadership pay scale, or a post who will form part of an Academy's senior management team and be representative on the Trust Executive Board.
- 2.6 Delegation of responsibility up to and including dismissal for all staff employed in Trust Academies, other than Headteachers or Heads of School, which will remain the responsibility of the Trustees.
- 2.7 Act as statutory Headteacher with regard to those functions which cannot be delegated to Headteachers or Heads of School due to their prolonged absence from an individual school.
- 2.8 And all such additional functions as may be assigned under the job description or contract of employment.



### 3. DELEGATION OF RESPONSIBILITIES TO THE HEADTEACHERS / HEADS OF SCHOOL

The Board of Trustees acknowledge that the following responsibilities have been delegated to the Headteachers/ Heads of School:

- 3.1 Implementing the agreed policies and procedures laid down by the Trust; this includes the implementation of all statutory regulations provisions within the Education Acts and compliance with the Master and Supplemental Funding Agreements;
- 3.2 Advising the Standards & Provision Committee on all aspects of quality assurance;
- 3.3 The leadership and management of the Academies;
- 3.4 The admission of pupils;
- 3.5 Planning & Managing the approved delegated budget for the provisions as identified and supported by the Chief Executive;
- 3.6 Advising the executive board on the appointment of all staff other than Leadership posts and (except to the extent directed otherwise by the Trustees and/or the Chief Executive), the salary grading, allocation of duties, and appraisal of all staff;
- 3.7 The maintenance of good order and discipline by the pupils including recommendations for suspension and/or exclusion within the framework laid down by the Board of Trustees
- 3.8 And all such additional functions as may be assigned under the job description or contract of employment.

#### **COMMITTEES Meetings**

The Clerk to the Committee will circulate an agenda and supporting documents for each meeting no later than seven calendar days before each Committee meeting.

Attendance at each Committee meeting, issues discussed and recommendations for decisions will be recorded. The written record will be included on the agenda of the next meeting of the Board.

Only Trustees who are members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a second or casting vote. In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the committee, the Chair of Board, in consultation with the Chief Executive and Chair of the Committee, will take appropriate action on behalf of the Committee.

The Committee Chairs will meet with the Chair of the Board and/or Chief Executive at least annually to plan the work of each Committee in relation to the Trust's improvement plans and other issues.



#### 4. RESOURCES COMMITTEE

##### **Purpose of the Committee**

To assist the decision making of the Trust Board, by enabling more detailed consideration to be given to the best means of fulfilling the Board's responsibility to ensure sound management of the Trust's finances and resources.

To make appropriate comments and recommendations on such matters to the Trust Board on a regular basis on four key areas

- Finance: To ensure sound financial management of the Trust's finances and resources, including proper planning, monitoring and probity in line with the ESFA guidelines and the Funding Agreement.
- Staffing (Human Resources): To review, plan and manage staffing with due regard to financial aspects and in line with the Pay Policy and staffing code of conduct and professional duties and standards.
- Premises: Asset management. To ensure sound management of the Trust's premises including maintenance, development and health and safety.

##### **Frequency of meetings**

There should be a minimum of three meetings in each financial year.

##### **Membership and Quorum**

The Chief Executive is an ex-officio member of the Resources Committee. At least three other Trustees shall be members of the committee. *For decisions relating to the Chief Executive's pay, a quorum of three Trustees, if the CEO is a Headteacher in role in one of the schools then the schools LCGB should have at least one representative, the Chief Executive is not required.*

Membership shall be agreed on an annual basis at the first meeting of the Trust Board. The Chair of the Committee will be elected by the Committee on an annual basis at the first meeting in the autumn term. No Trustee employed by the Trust will act as Chair to the committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

The Clerk of the Committee is appointed by the Trust Board and ratified by the committee.

The quorum is three Trustees who are members of the committee.



**Terms of Reference; Delegated Functions subject to the restrictions within the Funding Agreement, relevant ESFA guidance and legislation**

**Responsibilities of Resource committee**

1. To ensure good financial management and effective internal controls, including compliance with the DfE Academies Financial Handbook and the Charity Commission's guidance to charities and charity trustees
2. To contribute to the formulation of the Trust's improvement plans, through the consideration of financial priorities and proposals, in consultation with the Chief Executive, and within the stated and agreed aims and objectives of the Trust.
3. 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 Trust improvement plans.
4. To liaise with and receive reports from the other Committees of the Trust Board, as appropriate, and to make recommendations to those Committees about the financial aspects of matters being considered by them.
5. To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Trust Board.
6. To maintain proper accounting records including the preparation of income and expenditure reports, cash flow statements and balance sheets.
7. To manage the Trust's cash flow and monitor income and expenditure by the Trust in accordance with policies determined by the Trustees.
8. To monitor future pupil rolls, provision requirements and income levels.
9. To manage tendering processes and the awarding of contracts in accordance with the Finance Policy.
10. To consider and recommend acceptance/non-acceptance of the Trust's budget, prior to the start of each financial year, and in line with DfE deadlines, and taking into account any benchmarking data.
11. To agree the taking up of any leasehold or tenancy agreements up to a maximum term of three years.
12. To agree the writing off of any debts and liabilities (except where the prior written consent of the Secretary of State is required) in accordance with the Finance Policy.

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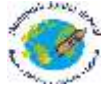
13. To appoint bankers and approve banking arrangements including authorised signatories.
14. To establish and agree a Treasury Management Policy and procedure for managing and investing the Trust's cash deposits.
15. To establish and agree a Charging and Remissions Policy.
16. To ensure the Trust has adequate insurance cover to protect against its risks and to comply with statutory requirements including the provision of indemnity insurance to cover the liability of Trustees.
17. To maintain a fixed asset register, determine capitalisation policies and approve disposal of write-off of assets, in accordance with the Assets and Disposals Policy.

**Staffing**

18. To determine the staffing complement for the Trust in line with the Trust Improvement Plans and oversee any staffing reduction or appointment procedures as necessary including consultation with teacher associations and trade unions as appropriate.
19. To ensure safeguarding procedures are in place and at least one trustee has completed the safer recruitment training along with the Chief Executive.
20. To conduct agreed arrangements for recruitment and selection of all Trust staff except where delegated to the Chief Executive.
21. Agree and oversee the application of the pay policy.
22. To set the terms and conditions of service and levels of pay of employees having regard to staff who have TUPE transferred.
23. To consider secondment and early retirement requests (with the exception of the Chief Executive and Headteachers or Heads of School).
24. To regularly review the single central record (trustee with responsibility for Child Protection).
25. To consider and approve leadership job descriptions.
26. To approve leave of absence (where not delegated to the Chief Executive).
27. To consider work/life balance, working conditions and well-being, including the monitoring of absence levels.
28. To receive reports and monitor status of any staffing issues.
29. To review/realign the Individual School Range.
30. To agree and conduct procedures for capability, discipline, grievance, attendance, whistle blowing and staff welfare issues.



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31. To investigate irregularities (other than where the Chief Executive is suspected), conduct personnel procedures regarding suspension/ending of staff contracts including dismissal procedures (except where delegated to the Chief Executive, or if the dismissal relates to the Chief Executive).

**Pay**

32. To ensure that the whole school Pay Policy is statutorily compliant, including where relevant the School Teachers' Pay and Conditions Document.
33. To annually review staff salaries and consider pay discretions and applications for re-grading.
34. To review the school pay structure on an annual basis to consider the impact of any changes to nationally recommended pay rates and reporting to the Board of Trustees as appropriate.
35. To ensure that the Policy is applied equitably and consistently for all staff.
36. To ensure that pay decisions are fair and equitable, link with the Appraisal procedures and take account of the recommendations of the Chief Executive and where appropriate other members of the Leadership Team.
37. In accordance with the Pay Policy, determine appropriate pay ranges for all staff employed within the Trust, including allowances and temporary recruitment and retention payments where appropriate.
38. To review on an annual basis the Trust's staffing structure specifically in respect to pay relativities of posts in the structure and maintain an up to date staffing structure as an appendix to the Pay Policy.
39. To approve, within the budget, pay progression.
40. To ensure that external advice is sought where appropriate, particularly in respect of salary matters relating to the Chief Executive.
41. To ensure accurate and up to date person specifications and job descriptions are maintained in school to inform pay decisions where necessary.
42. To ensure annual pay statements are issued to all staff in accordance with the school pay policy.

**6. STAFFING – SUB COMMITTEE - PERFORMANCE MANAGEMENT & APPRAISAL COMMITTEE**

**Purpose of the Committee**

To agree and review the objectives of the Chief Executive and headteachers employed by the Trust (in conjunction with advice from the Chief Executive) and make recommendations for their movement along the pay spine to be confirmed by the Finance & General Purposes Committee.



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**Frequency of meetings**

There should be at least two meetings each year, one to be held no later 31 October in order to make a recommendation by 31 December in line with School Teachers' Pay and Conditions Document, and the other to monitor progress against objectives during the year.

**Membership and Quorum**

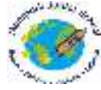
The membership shall comprise of at least 3, where the CEO is a Headteacher in post at one of the schools in the MAT, at least one member of this committee will be from the LCGB of that school.

For individual school academy headteachers, the membership will comprise of at least one trustee and at least one LCGB representative of the school.

Membership shall be agreed on an annual basis at the first meeting of the Trust Board.

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43. To meet with the appointed External Adviser to discuss the Chief Executive's/ headteacher performance objectives.
44. In line with the Trust's Appraisal Policy decide, with advice from the External Adviser, whether the objectives have been met and to set new targets annually.
45. To monitor through the year the performance of the Chief Executive/ headteacher against the objectives and amend if necessary during the performance management cycle.
46. To make recommendations to the resources Committee with regard to any pay awards.



## **Premises**

To ensure the premises and grounds are maintained to a high standard, and to review the building maintenance plan in order to prepare a list of priorities for maintenance and development and ensure that adequate resources are available.

47. To consider the relative funding priorities necessary for security, maintenance, repairs and redecoration, and to approve the costs and arrangements within the budget allocation.
48. To recommend to the Trust a plan for capital expenditure and to implement the plan after approval by the Trust and to monitor expenditure against the plan.
49. To consider any recommendations for disposal of Trust property and make recommendations to the Board and establishing whether the approval of the Secretary of State is required, in line with Academies Financial Handbook requirements.
50. To agree any capital bids for work that is outside the Trust's annual revenue budget
51. To review, adopt and monitor a health and safety policy.
52. To ensure that health & safety, building inspections and risk assessments are carried out in the prescribed manner and timing and that the risk register is maintained.

## **To Review/Ratify/Approve all finance related policies to include but not exclusively;**

- Finance
- Asset and Disposal
- Confidential Reporting
- Anti Fraud, Corruption and Bribery
- Treasury Management
- Risk Management
- Charging and Remissions

## **To Review/Ratify/Approve all HR related policies to include but not exclusively;**

- Appraisal
- Capability
- Code of Conduct
- Disciplinary
- Flexible Working
- Grievance
- Health & Wellbeing
- Leave of absence
- Maternity Provisions
- Pay
- Recruitment and Selection
- Safe Recruitment Practices
- Sickness Management
- Single Equality



**To Review/Ratify/Approve all premises related policies to include but not exclusively;**

- Health and Safety Policy
- Educational Visits Policy
- Risk Assessment procedures

**Training and Development**

- To annually complete a governor competencies audit.
- To attend training as appropriate

**Disqualification**

- Any relevant person employed to work at the Trust other than as the Chief Executive, when the subject for consideration is the pay or performance review of any person employed to work at the Trust.
- Any person employed to work for the Trust in a capacity related to financial management.

## 5. AUDIT COMMITTEE

### **Purpose of the Committee**

To undertake any activities as necessary to provide assurance to the Trust on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes.

### **Frequency of meetings**

There should be a minimum of three meetings in each financial year.

### **Membership and Quorum**

At least three Trustees shall be members of the committee.

Membership shall be agreed on an annual basis at the first meeting of the Trust Board.

The Chair of the Committee will be elected by the Committee on an annual basis at the first meeting in the autumn term. No Trustee employed by the Trust will act as Chair to the committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

The Clerk of the Committee is appointed by the Trust Board and ratified by the committee.

The quorum is two Trustees who are members of the committee.

The Audit and Risk Committee will:

- advise the board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. Considerations may include:
  - the auditor's/scrutineer's sector expertise
  - their understanding of the trust and its activities
  - whether the audit process allows issues to be raised on a timely basis at the appropriate level

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- the quality of auditor/scrutineer comments and recommendations in relation to key areas
- where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers
- the auditor's/scrutineer's use of technology
- ensure there is co-ordination between internal audit/scrutiny and external audit and any other review bodies that are relevant
- consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- encourage a culture within the trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees
- provide minutes of all Audit and Risk Committee meetings for review at board meetings

#### **External Audit**

- review the external auditor's plan each year
- review the annual report and accounts
- review the auditor's findings and actions taken by the trust's SLT in response to those findings
- produce an annual report of the committee's conclusions to advise the board of trustees and members.

#### **Internal Scrutiny**

- take delegated responsibility on behalf of the board of trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.
- conduct a regular review of the risk register
- agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions, and risks.
- advise the trustees on the adequacy and effectiveness of the trust's systems of internal control, governance, and risk management processes,
- consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise the board on any additional or alternative steps to be taken
- oversee the annual review of the trust's risk register

## **6. STANDARDS COMMITTEE**

#### **Purpose of the Committee**

To consider and advise the Trust Board on matters relation to the Trust's provision and achievement, and ensure the statutory requirements are met.

#### **Frequency of meetings**

There should be a minimum of three meetings in each financial year.

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**Membership and Quorum**

The Chief Executive is an ex-officio member of the Standards Committee. At least three other Trustees shall be members of the committee.

Membership shall be agreed on an annual basis at the first meeting of the Trust Board.

The Chair of the Committee will be elected by the Committee on an annual basis at the first meeting in the autumn term. No Trustee employed at by the Trust will act as Chair to the Committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the committee meeting.

The Clerk of the Committee is appointed by the Trust Board and ratified by the Committee.

The quorum is three Trustees who are members of the Committee.

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1. To approve the Trust Improvement and individual Academy Improvement Plans.
2. To monitor and evaluate implementation of the Plans throughout the year.
3. To monitor and evaluate pupil performance assessment information throughout the year.
4. To consider, review and approve related policies.
5. To monitor and evaluate the implementation of the policies.
6. To consider and approve self evaluation information presented by each Academy.
7. To monitor Trust developments and promotion of links with parents and the local community.
8. To monitoring impact of Pupil Premium expenditure



## 7. LOCAL COMMUNITY GOVERNING BODY ( Moorpark & Jackfield, Alex Infant & Junior)

### **Purpose of the Local Governing Body:**

The purpose of the Local Governing Body (LGB) is as follows:

- To advise the Chief Executive, chief finance officer and the Board of Trustees in respect of matters relating to locality schools.
- To undertake a governance role as outlined in the scheme of delegation.

The work of the LCGB will focus on key themes:

### **Finance (including human resources, premises)**

Standards and provision

**The executive board will set the agenda for all LCGB meetings.**

### **Frequency of Meetings**

LCGB meetings will take place at least termly, although it is recognised that working groups formed to undertake specific tasks will need to liaise amongst themselves with regard to group meetings. All break-off group recommendations will be brought to the LCGB and the final recommendations will be recorded in the LCGB minutes.

### **Membership and Quorum**

LCGB membership will be HT/ HoS, staff, co-opted community and parents representatives.

Although the LCGB is not a statutory Committee of the Board, a quorum of 1/3 of members is recommended in order to make its meetings robust in terms of representation. The LCGB will elect a Chair at its first meeting, which will then be reviewed annually.

### **Responsibilities**

As set out by the code of conduct.

See governing body committee terms of reference.

See Scheme of delegation.