

SIPS

EDUCATION



St Francis Xavier
Catholic Primary School

St Francis Xavier Catholic Primary Academy Trust Membership and Terms of Reference

Reviewed and Adopted: 12th October 2020

Current version as at: 18th November 2020

Academy Trust Membership

2020/2021 Academic Year

Members			
Trustees			
Name	Category	Appointing body	End of office
Jenni Downes	Head Teacher		
Carol Ann Cullen	Foundation		12/04/2023
Joseph Nwafor	Foundation		28/04/2023
Morag Hackett	Foundation		19/05/2021
Adriana McBride	Foundation		14/11/2021
Michelle Hemmingway	Foundation		12/04/2023
Rebecca Fletcher	Foundation		12/04/2023
Vacancy	Foundation		
Vacancy	Parent		
Vacancy	Parent		
Teresa Luxton	Staff		29/05/2023
Accounting Officer:	Sarah Bray		
Chief Financial Officer:			
Clerk to the board:	Angela Whitmore		
Auditors:			

Chair of trustees: Carol Cullen

Vice Chair of trustees: Michelle Hemmingway

Meeting Dates 2020-2021

	Autumn Term	Spring Term	Summer Term
LGB	Monday 12 th October 2020 at 5:00pm (set up only)	Tuesday 9 th February 2021 at 5:00pm	Tuesday 25 th May 2021 at 5:00pm
	Tuesday 8 th December 2020 at 5:00pm	Thursday 1 st April 2021 at 5:00pm	Monday 5 th July 2021 at 5:00pm

Resources Committee	Tuesday 24 th November 2020 at 1:30pm	Tuesday 2nd March 2021 at 1:30pm	Tuesday 15 th June 2021 at 1:30pm
Performance Committee	Tuesday 24 th November 2020 at 4:30pm	Tuesday 2nd March 2021 at 4:30pm	Tuesday 15 th June 2021 at 4:30pm
Admissions Committee	Tuesday 8 th December 2020 at 4:30pm	Thursday 1 st April 2021 at 4:30pm	Monday 5 th July 2021 at 4:30pm
Pay Committee	Tuesday 17 th November 2020 at 1:00pm		

Roles and Responsibilities

Trustees must have the skills, knowledge and experience to run the academy trust. Understanding the difference roles will help ensure the trust complies with legal and contractual duties.

Members have a similar role to shareholders of a company limited by shares. They:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up

Trustees* should focus on three core functions:

- ensuring clarity of vision, ethos and strategic direction
- holding the executive leaders to account for the educational performance of the organisation and its pupils, the performance management of staff
- overseeing and ensuring effective financial performance

The Academies Financial Handbook 2020 stresses the importance of Trustees taking ownership with regards to assessing the academy trust's ability to continue as a going concern.

Academy trusts must not have de facto trustees (defined in appendix 1 of the Charities SORP) or shadow directors (defined in section 251(1) of the Companies Act 2006).

**Trustees of the academy trust are both charity trustees and company directors. These terms of reference refers to them as trustees. However, in some academy trusts, such as church academies, those on the board are known instead as 'directors'. In church academies, the term 'trustees' is reserved for those on the board of the separate trust owning the land.*

Academies Financial Handbook

The Academies Financial Handbook sets out the financial management requirements that apply to academy trusts. Academy trusts must comply with the handbook as a condition of their funding agreement. It provides an overarching framework for implementation of effective financial management and control.

Academies Financial Handbook 2020

NB: Academy trusts completing financial statements for the period ending 31 August 2020 should refer to the 2019 edition of the handbook.

Governance Handbook/Competency Framework for Governance

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook, which describes the following features of effective governance and will aid compliance with the Academies Financial Handbook:

Governance Handbook March 2019

Competency Framework for Governance January 2017

Terms of Reference

The board of trustees and its committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management. Board meetings must take place at least three times a year (and business conducted only when quorate). **If the board meets less than six times a year it must describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings.**

The board has delegated functions to the committees as detailed. Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The quorum for meetings is specified in the trusts articles of association.

Committees

Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The clerk to the board will undertake the clerking of the committees.

The committee minutes shall be included as an agenda item for consideration/information at the next meeting of the board of trustees appropriate.

All decisions made by committees with delegated powers should be reported to the next meeting of the board of trustees. If the minutes are not finalised a brief statement of the conclusions reached should be given.

The chair of the committee will be appointed at the first board of trustees/committee meeting of the academic year.

Committees will have delegated powers to approve policies as relevant to that committee.

The board cannot delegate overall responsibility for the academy trust's funds. However, it must approve a written scheme of delegation of financial powers that maintains robust internal controls.

Review of committees and delegation

The board of trustees must review the committee structure, terms of reference for each committee and the membership of each committee on an annual basis.

Virtual meeting arrangements

The board of trustees has approved the use of "virtual attendance" at meetings (approved at trust board meeting on 12th October 2020).

For full details, please refer to the Virtual Governance Policy.

Top 10 'musts' for chairs and other trustees

Personal responsibilities

- Apply highest standards of conduct and ensure robust governance, comply with charitable objects, with duties as company directors, with charity law and the funding agreement

Structures

- Ensure the board of trustees meets at least three times a year, and conducts business only when quorate
- Approve a written scheme of delegation of financial powers

Relationships

- Manage conflicts of interest, be even-handed with related parties, and ensure goods or services provided by them are at no more than cost, beyond the limits as specified in the Academies Financial Handbook

Money and oversight

- Ensure the board approves a balanced budget for the financial year and minutes their approval

- Share management accounts with the chair of trustees monthly, with the other trustees six times a year, and consider when the board meets, taking action to maintain financial viability
- Ensure decisions about executive pay follow a robust evidence-based process reflecting the individual's role and responsibilities, and that the approach to pay is transparent, proportionate and justifiable
- Appoint an audit committee (either dedicated or combined with another committee) to advise on the adequacy of the trust's controls and risks

Accountability and audit

- Submit audited accounts to ESFA by 31 December
- Ensure an appropriate, reasonable and timely response to findings by auditors, taking opportunities to strengthen financial management and control

Resources Committee

The committee has responsibility delegated by the board of trustees to:

Finance:

- Review/approve all policies relevant to finance and roles of the committee.
- Approve the annual budget and present it to the board of trustees for ratification.
- Approve the budget forecast return outturn (BFRO) and present it to the board of trustees for ratification.
- Approve the three-year budget forecast return (BFR3Y) and present it to the board of trustees for ratification.
- Receive and review monthly management accounts (*Management accounts must be shared with the chair of trustees every month irrespective of the trust's size, and with the other trustees six times a year*)
- Ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure.
- Select key financial performance indicators and measure its performance against them regularly, including analysis in its annual trustees' report as explained in the Accounts Direction.
- Ensure that any investment risks are properly managed.
- Approve expenditure and virements of sums over **£5,000**, sums below that amount are delegated to the Head Teacher/Principal.
- Assess the financial progress towards achieving the objectives in the school improvement plan.
- Review and approve a written scheme of delegation of financial powers that maintains robust internal controls.

Procurement

- Ensure that spending has been for the purpose intended and there is probity in the use of public funds.
- Ensure spending decisions represent value for money.
- Ensure internal delegation levels exist and are applied.
- Ensure a competitive tendering policy is in place and applied, and where necessary Official Journal of the European Union (OJEU) procurement thresholds are observed.
- Ensure professional advice is obtained where appropriate.
- Ensure requirements for managing related party transactions are applied across the trust.
- Ensure that 'at cost' requirements are adhered to.
- Review of leases and contracts.
- Obtain quotations with a view to placing contracts/orders, once the relevant committee has drawn up a specification.

Staffing:

- Review/approve all policies relevant to staffing and roles of the committee.
- Consider applications from staff for variation to contract (secondments, early retirements, leave of absence, reduced working hours etc).
- Ensure all personnel records are held securely.
- Review the staffing structure of the school annually ensuring that it meets the requirements of the curriculum and is in line with the school improvement plan.
- Review staff work/life balance, working conditions and well-being, including the monitoring of absence.
- Implement the appraisal policy and monitor teacher appraisal process.
- Equal Opportunities.
- Establish and maintain rolling programme for Disclosure & Barring Service (DBS) Checks.
- Staff training and CPD.

Premises Health and Safety:

- Review the health and safety policy on an annual basis, amend, develop and review any other health and safety related policies or procedures.
- Establish and review an accessibility plan.
- Review e-safety policy and procedures.
- Receive Health and safety audit, and monitor any action plans that come out of the audit.
- Receive a regular report on accident statistics, near misses, incidents of violence or aggression and any RIDDOR incidents.

- Consider any reports provided by inspectors of the enforcing authority under Health and Safety at work Act or any other relevant enforcement authority.
- Comply with current fire safety legislation and regulations
- Ensure risk assessments are carried out and reviewed on a regular basis.
- Review and approve upcoming offsite activities, ensuring that health and safety planning and risk assessments have been undertaken for them.
- Ensure Fire risk assessment is carried out and reviewed annually, any recommendations identified will be transferred to an actions plan which will be monitored by trustees to ensure completion.
- Ensure fire log book is maintained and updated.
- Inspect the school site and buildings to enable maintenance and improvement, including security (site visit). The inspection to be documented and any actions monitored.
- Ensure building related maintenance checks have been carried out at appropriate intervals and actions are monitored until completion. This will include but not limited to:
 - Electronic testing - PAT testing
 - Asbestos (where applicable)
 - Annual gas service
 - Glassing risk assessment
 - Ladder log
 - Playground equipment and gym inspection
 - Lifting equipment
 - Local exhaust ventilation (where applicable)
 - Legionella risk assessment and relevant checks
- Ensure premise log book is being maintained and the premise manager and deputy have attended relevant health and safety training.
- Trustees need to be satisfied that contractors do not pose a health and safety risk whilst on the school premise and should therefore have a system in place to ensure contractors are managed whilst carrying out work on the school premise. The system should identify relevant health and safety information required prior to a contractor coming on site and the process to be followed whilst on site. There should be a procedure for commissioning contractors.
- Consideration should be given to any health, safety and welfare implications posed by new equipment or circumstances.
- Receive reports and audits from health and safety representatives (to include caretaking and cleaning), actions identified should be monitored to completion.
- Monitor the health and safety training that staff and trustees have undertaken and plan any future training required.
- Monitor all safeguarding procedures.
- Keep up to date on any changes in health and safety legislation that may have an impact for the school.

- Review communications and publicity relating to health and safety in the school and where necessary recommend any improvements or changes, how information is communicated and made available within the school.

Any item referred by the board of trustees

Membership

- | | |
|---------------------|------------------------|
| 1. Carol Cullen | 4. Michelle Hemmingway |
| 2. Jenni Downes | 5. Andriana McBride |
| 3. Rebecca Fletcher | |

Quorum as per articles of association - minimum of 3 members

Chair of Committee

Carol Cullen

Clerk

Angela Whitmore

Performance Committee

The committee has responsibility delegated by the board of trustees to:

- Review/approve all policies relevant to the curriculum and roles of the committee

Achievement:

- Review information on school performance to include ASP & OFSTED data dashboard.
- Monitor and review school targets.
- Monitor and review in year progress for all year groups and all groups of pupils.
- Compare school performance against national data.
- Reporting to parents according to statutory requirements.
- Monitor achievement for all groups of pupils (inc. pupil premium).
- Monitor pupils work and carry out pupil conversations.
- Monitor school target setting systems and how this is reported to parents.

Teaching and Learning:

- Review data published by DfE ensuring the school is meeting standards.
- Ensure support & action plans are in place for all teachers who are not at least good.
- Monitor and review quality of teaching across the school.
- Monitor teaching for groups of pupils (inc. pupil premium).
- Monitor intervention groups for all groups of pupils.
- Monitor homework arrangements.

Curriculum:

- Ensure the school is meeting national curriculum requirements and review the curriculum policy statement ensuring it meets pupils' needs.
- Monitor and review the curriculum with a focus on basic skills.
- Monitor skills coverage of curriculum in all subjects.
- Parental engagement.
- Review and update SEF (self-evaluation form).
- Monitor and review school improvement plan.
- Monitor how school are developing pupils' spiritual, moral, social and cultural development.

Behaviour and attendance:

- Challenge pupil number estimates and review these termly.
- Review behaviour and attendance polices.
- Monitor school behaviour
- Review and monitor attendance data against school and national targets.

Any item referred by the board of trustees

Membership

- | | |
|------------------------|-------------------------|
| 1. Carol Cullen | 4. Morag Hackett |
| 2. Jenni Downes | 5. Theresa Luxton |
| 3. Michelle Hemmingway | 6. Father Joseph Nwafor |

Quorum as per articles of association - minimum of 3 members

Chair of Committee

Michelle Hemmingway

Clerk

Angela Whitmore

Admissions Committee

The committee has responsibility delegated by the board of trustees to:

- Determine offers of places for the annual admissions round as per the school's admissions policy.
- Determine offers of places to 'mid-term' applicants as per the school's admissions policy.
- Review the board's admissions rules and make any recommendations for change to the board of trustees.
- Ensure publication of the school's admissions arrangements in the school prospectus.

Taken from Schools Admissions Code - statutory guidance 2014:

*Admission authorities **must** allocate places on the basis of their determined admission arrangements only, and a decision to offer or refuse admission **must not** be made by one individual in an admission authority. Where the school is its own admission authority the board of trustees, or an admissions committee established by the board, **must** make such decisions.*

Membership

- | | |
|------------------------|-------------------------|
| 1. Michelle Hemmingway | 4. Morag Hackett |
| 2. Rebecca Fletcher | 5. Father Joseph Nwafor |

Minimum of three members required

Chair of Committee

To be elected at each meeting

Clerk

Angela Whitmore

Personnel Committee

The committee has responsibility delegated by the board of trustees for hearing:

- Staff grievance and discipline (in line with school policies)
- Staff dismissal, redundancy and redeployment
- Staff capability/management of absence

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the member of staff

Minimum of three members required

Chair of Committee

To be elected at each meeting

Clerk

Pupil Discipline Committee

The committee has responsibility delegated by the board of trustees to:

- Review the use of exclusions within school, including exclusions of more than 15 school days and exclusions which would result in a pupil missing the opportunity to take a public exam
- Receive and consider any representations lodged by parents of pupils who have been excluded for a fixed term or permanently
- Comply with exclusion procedures in accordance with DfE and ESFA guidance

Any item referred by the board of trustees

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents or pupils

Minimum of three members required

Chair of Committee

To be elected at each meeting

Clerk

Complaints Committee

The committee has responsibility delegated by the board of trustees to:

- At the relevant stage hear any complaint made under the school complaints procedures

Any item referred by the board of trustees

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the complainant

Minimum of three members required

Chair of Committee

To be elected at each meeting

Clerk

Appeals Committee

The committee has responsibility delegated by the board of trustees for hearing appeals with regard to:

- Pay
- Redundancy
- Staff grievance
- Leave of absence - if appropriate
- Staff dismissal
- Any Item referred by the full governing board

When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the appellant

Minimum of three members required

Chair of Committee

To be elected at each meeting

Clerk

Pay Committee

The committee has responsibility delegated by the board of trustees to:

- Undertake functions in relation to appraisal and pay progression as determined in the pay policy
- ensure that decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. The board must discharge its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable.

Committee to meet once per year in the autumn term

Minimum of three members required

Membership

1. Michelle Hemmingway
2. Rebecca Fletcher
- 3.

Minimum of three members required.

Chair of Committee

To be elected at each meeting

Clerk

Angela Whitmore

Head Teacher/Principal Appraisal

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ Meet the external advisor to discuss the Head Teacher's performance targets ➤ Decide whether targets have been met and set new targets annually ➤ Recommend pay progression to the relevant committee and in accordance with the pay policy ➤ Undertake mid-year monitoring of the Head Teacher's performance against targets 	
Membership	
<ol style="list-style-type: none"> 1. Carol Cullen 2. Michelle Hemmingway 3. <p><i>Minimum of two members required</i></p>	
Chair of Committee	To be elected at each meeting
Clerk	

Selection Panel

The panel has responsibility delegated by the board of trustees for the:	
<ul style="list-style-type: none"> ➤ Selection of the head teacher/principal and deputy head teacher/vice principal (Guidance on this process will be provided by your school improvement partner) <p><i>The appointment must always be ratified by the board of trustees</i></p>	
Membership	
<ol style="list-style-type: none"> 1. 2. 3. <p><i>Minimum number of members as per appointment of staff delegations. All members must be available at all stages of the process</i></p>	
Chair of Committee	To be elected at each meeting
Clerk	

Special Responsibility Governors

Safeguarding/Child Protection trustee *	Carol Cullen
SEND trustee	
Health and Safety trustee	

Safer Recruitment trustee	
Whistleblowing trustee**	

**In accordance with Keeping Children Safe in Education 2020 'Governing bodies and proprietors should have a senior board level (or equivalent) lead to take leadership responsibility for their schools or college's safeguarding arrangements.' The DfE have confirmed that this can be a member of staff, but that person must be a member of the board as well (for example, the headteacher or a staff governor) and that this must be a separate person from the DSL, in order to ensure there is sufficient challenge to the organisation's safeguarding arrangements and performance.*

*** In accordance with the Academies Financial Handbook 2020 'The trust should appoint at least one trustee and one member of staff who other staff can contact to report concerns.'*

Items Delegated to an Individual(s)

Delegation of expenditure and virements

That sums below £XXXX be delegated to the head teacher/principal.

Disposal of surplus stock

Delegated to Head Teacher/Principal with the approval of the chair of the board of trustees.

Delegation of Suspension

That suspension be delegated to the chair of the board of trustees in instances where the head teacher/principal is the person in question or involved in the case. That the chair of the board of trustees be given delegated powers to lift the suspension after taking advice from Human Resources or any other organisation providing the service to the school.

Approval for Expenditure

The chair of the board of trustees or chair of <insert name of relevant finance committee> committee be given approval for expenditure above the set limit prior to the next committee meeting - **only in cases of emergency**

Appointment of Staff (ensure no appointment is carried out by one person alone)

Lunchtime/Cleaning/Administration Support Staff	<ul style="list-style-type: none"> • Head Teacher/Principal or Deputy Head Teacher/Vice Principal • Post Line Manager
Educational Support Staff	<ul style="list-style-type: none"> • Head Teacher/Principal • 1 trustee
Business Manager	<ul style="list-style-type: none"> • Head Teacher/Principal • 2 trustees
Teaching Staff	<ul style="list-style-type: none"> • Head Teacher/Principal • 1 trustee
Senior Management Team* <i>* Head Teacher and Deputy Head Teacher appointments must be ratified by the relevant body.</i>	<ul style="list-style-type: none"> • Head Teacher/Principal • 2 trustees