Terms of Reference

Monitoring Responsibility	Chief Financial Officer
Next Review Date	September 2027
Approval Body	Full Board
Date Ratified	21 September 2026
Chair of Committee Signature	

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Terms of Reference

1. Introduction

1.1 As provided by Articles 100 -104 of the Articles of Association of the Trust ("Articles"), the Trustees:

i. may appoint separate committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and

ii. may establish any other committee.

1.2 Subject to (the Articles) the constitution, membership and proceedings of any committee shall be determined by the Board and the establishment, terms of reference, constitution and membership of any such committee shall be reviewed at least once in every twelve months.

1.3 The membership of any Committee of Trustees may include persons who are not Trustees, provided that, (with the exception of the Academy Councils), a majority of members of any Committee of the Trustees shall be Trustees.

1.4 Except in the case of Academy Councils, no vote on any matter shall be taken at a meeting of a Committee of the Trustees unless the majority of members of the Committee present are Trustees.

1.5 Trustees shall ensure that any Academy Council shall include at least 2 Parent representatives.

1.6 The functions and proceedings of the Academy Councils or Committees shall be subject to regulations made by the Trustees from time to time. Academy Councils or Committees may also be established solely for the purpose of fulfilling an advisory function to the Board of Trustees.

1.7 The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, Committee (including any Academy Council), the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.

1.8 A Trustee, Committee (including any Academy Council), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.

1.9 The Board has determined to establish the following Committees:

i. Finance, Audit and Risk Committee

ii. Education Performance Committee

iii. People and Operations Committee

iv. Academy Councils

The Board's Terms of Reference (including the relevant provisions of the Articles) are set out at Appendix 1. Each Committee's Terms of Reference are set out in Appendices 2-7.

1.10 The Board may at any time and for any reason dissolve any Committee or form any new Committee. The Terms of Reference for any new Committee will be determined by the Board and appended to this document.

1.11 The role of the Accounting Officer will be undertaken by the Chief Executive.

2. Definitions

Words and expressions defined in the Articles and the Academies Act 2010 shall unless otherwise defined in this document have the same meaning in this document. In addition:

2.1 'Academy' means any school which is established and maintained by Voyage Education Partnership;

2.2 **'**Headteacher' means the Headteacher of an Academy;

2.3 'Board' means the Board of Trustees;

2.4 'Voyage' or 'the Trust' means Voyage Education Partnership;

2.5 'CEO' means the Chief Executive Officer of the Trust;

2.6 'Chair' means the chairperson of the Board as elected from time to time;

2.7 'Committee' means any committee (including an Academy Council) or subcommittee established by the Board in accordance with the Articles;

2.8 'Trustee' means a Trustee of the Board;

2.9 'AC' means Academy Council;

2.10 'AC Member' means a member of an Academy Council;

2.11 'Vice-Chair' means the vice-chairperson of the Board as elected from time to time;

2.12 Unless the context otherwise requires, a reference to one gender shall include a reference to the other.

3. Related Policies and Documents

This document should be read in conjunction with the following policies and documents:

3.1 Code of Conduct;

3.2 Scheme of Delegation;

3.3 Articles of Association;

3.4 The Master Funding Agreement (and where information is required in respect of a particular Academy, the Supplemental Funding Agreement relating to that Academy);

3.5 Academy Trust Handbook;

Academy trust handbook - GOV.UK

3.6 Academy trust governance guide.

Academy trust governance guide - Guidance - GOV.UK (www.gov.uk)

Other policies and documents may be produced or identified from time to time as circumstances change, and may be added to this list.

4. Eligibility

The following provisions shall apply to the Trustees and to the members of any Committee (including an Academy Council). References to a 'Trustee' in this section shall be construed as referring also to any member of a Committee.

4.1 No person shall be qualified to be a Trustee unless they are aged 18 or over at the date of his election or appointment. No current pupil of any of the Academies shall be a Trustee.

4.2 Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering his own affairs.

4.3 A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

4.4 A person shall be disqualified from holding or continuing to hold office as a Trustee if -

a. they have been declared bankrupt and/or their estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or

b. they are the subject of a bankruptcy restrictions order or an interim order.

4.5 A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

4.6 A Trustee shall cease to hold office if they cease to be a Director by virtue of any provision in the Companies Act 2006, is disqualified from acting as a Director by virtue

of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

4.7 A person shall be disqualified from holding or continuing to hold office as a Trustee if they have been removed from the office of charity Trustee or Trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

4.8 A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

4.9 A person shall be disqualified from holding or continuing to hold office as a Trustee if they have not provided to the Chair of the Board a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

4.10 Where, by virtue of the Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or is proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

5. Conflicts

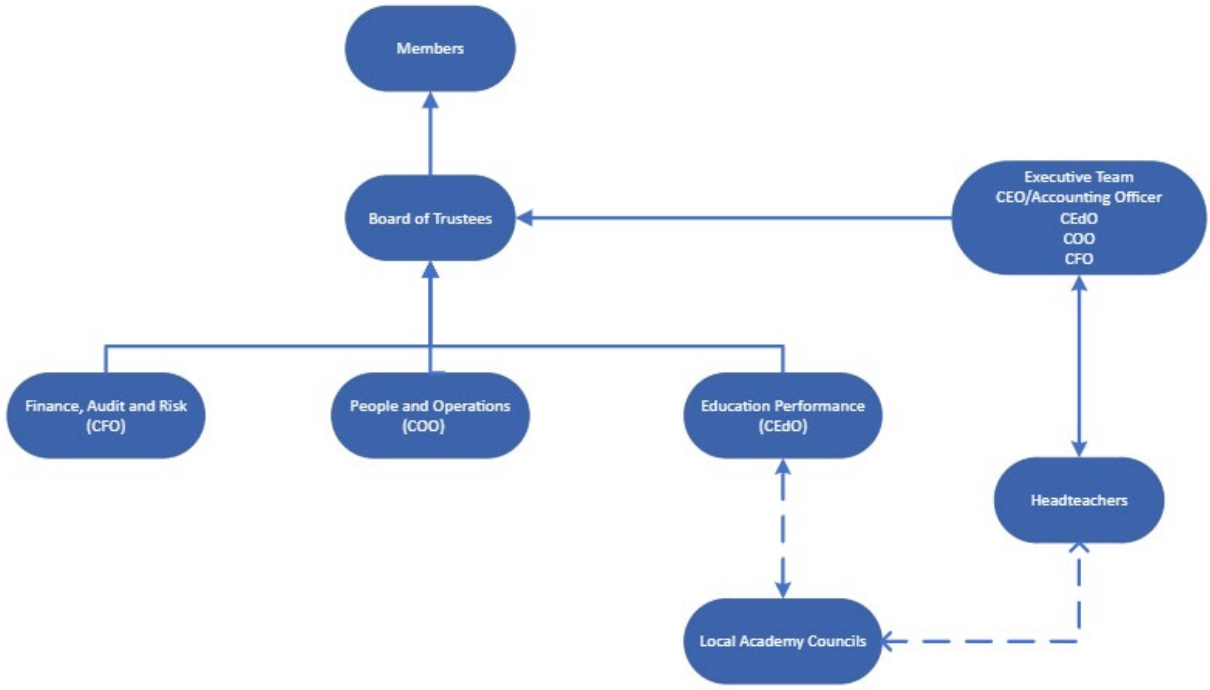
The following provisions shall apply to the Trustees and to the members of any Committee (including an AC). References to a 'Trustee' in this section shall be construed as referring also to any member of a Committee.

5.1 Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must absent themself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

5.2 For the purpose of paragraph 5.1 above, a Trustee has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6.5-6.8A.

6. Governance Structure

6.1 The Board has determined that the following governance structure be adopted for the Trust.



Further Committees or Subcommittees such as the Learner Discipline Subcommittee will be formed as required by the Board in accordance with these Terms of Reference and the Articles.

7. Review of and Amendment to these Terms of Reference

7.1 The Board is ultimately responsible for the contents of this document, and shall be entitled to amend and update this document at its discretion. In addition, the Board shall ensure that the terms of reference for each Committee and Subcommittee are reviewed annually.

7.2 The CFO is required to keep under continuous review the provisions of this document with the intention of recommending to the Board improvements/amendments to meet changed circumstances.

7.3 Individual Trustees, AC Members, Headteachers or trust executive leaders may wish to propose to the Board, through the CFO, improvements or amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Board, so that a decision may be made.

7.4 Any amendments to this document that are required by statute, regulation or by order of a regulatory authority will be made promptly and notified to the Board and any relevant Committee or Subcommittee without delay.

7.5 Subject to paragraph 7.6 below, where there is a conflict between the provisions of this document and any previously approved policy or procedure, the provisions of this document shall be deemed to take precedence and inform subsequent decisions. The implementation of these Terms of Reference will not work retrospectively so as to affect previous decisions.

7.6 Nothing in this document shall be deemed to amend or vary the Articles, and in the event of a conflict between the provisions of these Terms of Reference and the Articles, the Articles shall prevail.

Appendix 1 Board of Trustees - Terms of Reference

Note: the contents of this Appendix reflect the provisions in the Articles.

The Board provides strategic leadership of the Trust, accountability and assurance over its educational, financial and operational performance, and strategic oversight of engagement with pupils, parents, staff, schools, communities and other stakeholders.

1. Membership (Articles 45 to 47)

1.1 The number of Trustees shall be not less than three but, (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

1.2 Subject to Articles 48-49, 52A and 53, the Trust shall have the following Trustees:

i. up to 8 Trustees appointed by the Trust Members;

ii. a minimum of 2 Parent Trustees elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A;

iii. not more than 1 Trustee appointed by the Diocese (as defined in Article 52A) subject to and in accordance with Article 52B and 52C.

1.3 The Trust may also have any Co-opted Trustee appointed under Article 58.

1.4 The term of office for any Trustee shall be four years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected at a General Meeting (Article 64).

2. Quorum (Articles 117 to 119)

2.1 Subject to Article 119, the quorum for a meeting of Trustees, and any vote on any matter thereat, shall be any 3 Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on matters to be resolved.

2.2 The Trustees may act notwithstanding any vacancies, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.

2.3 The quorum for the purposes of:

i. any vote on the removal of a Trustee in accordance with Article 66;

ii. any vote on the removal of the Chair of the Trustees in accordance with Article 90;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.

3. Meetings

3.1 Subject to the Articles, the Trustees may regulate their proceedings as they think fit (Article 108).

3.2 As provided by Article 109, the Trustees shall hold at least three meetings in each school year. Additional meetings may be arranged depending on the circumstances of the Trust at any given time.

3.3 The Board has determined that it shall hold at least one meeting each full term, the calendar of meeting dates to be agreed before the start of each academic year.

3.4 **Chair and Vice-Chair:**

i. The Trustees shall each school year elect a Chair and Vice-Chair from among their number (Article 82). This will normally take place at the first Board meeting in the autumn term.

ii. No Trustee employed by the Trust shall be eligible for election as Chair or Vice-Chair to the Board.

iii. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting (Article 86).

iv. The Trustees may remove the Chair or Vice-Chair from office in accordance with the Articles.

3.5 **Clerking:**

i. Subject to Article 111, the Clerk will circulate a signed notice, agenda and any relevant papers in respect of each meeting at least 7 clear days before a Board meeting. Article 111 permits a meeting to be held in exceptional circumstances if the Chair (or Vice-Chair (as applicable)) directs.

ii. The Clerk will prepare minutes of the meeting.

4. Delegated Powers

4.1 The Board has agreed a formal schedule of matters reserved for its decision, i.e. those matters which should not be delegated. As provided by Article 105, within the Scheme of Delegation the Board has delegated to Committees (including Academy Council) the CEO, Headteachers and trust executive leaders such of its powers or functions as it considers desirable, to be exercised by them. Those delegations may be made subject to any conditions the Board may impose and may be revoked or altered.

4.2 In the event of a need to make genuinely urgent decisions between meetings of the Board, and where appropriate in consultation with the CEO and a relevant Committee Chair, the Chair of the Board may take action on behalf of the Board. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board, minuted and (where the Board approves the decision) ratified accordingly.

5. Responsibilities

5.1 Subject to the Companies Act 2006 and the Articles, the business of the Trust shall be managed by the Board who may exercise all the powers of the Trust as set out in the Articles (Article 93).

5.2 The Board is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Trust, addressing such matters as:

i. policy development and strategic planning, including target-setting to keep up momentum on academy improvement;

ii. ensuring sound management and administration of the Trust and its academies and ensuring that managers are equipped with relevant skills and guidance;

iii. ensuring compliance with general legislative requirements covering education, employment, property and health and safety regulations;

iv. ensuring compliance with the Academy Trust Handbook, the Master Funding Agreement entered into with the Secretary of State for Education and, in respect of each Academy, the relevant Supplemental Funding Agreement;

v. establishing and maintaining a transparent system of prudent and effective internal controls;

vi. management of the Trust's financial, human and other resources;

vii. monitoring performance and the achievement of objectives and ensuring that plans for improvement are acted upon;

viii. assisting academies to be responsive to the needs of parents and the community and making them more accountable through consultation and reporting;

ix. setting the Trust's standards of conduct and values;

x. assessing and managing risk, (including the preparation of a statement on academies risk management, for its annual report and accounts);

xi. to be accountable to the community and to those who fund the Trust for the quality of education the Trust provides;

xii. to appoint and hold the Chief Executive Officer and Accounting Officer to account for the educational and financial performance of the Trust, the performance of the executive leadership team and the effective management of Trust staff.

6. Powers

6.1 Article 5 of the Articles of Association provides that the Board may exercise the following powers:

i. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust;

ii. to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

iii. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

iv. subject to Articles 6.6 to 6.8, to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;

v. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;

vi. to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;

vii. to pay out of funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust;

viii. to establish, maintain, carry on, manage and develop Academies at locations to be determined by the Trustees;

ix. to offer scholarships, exhibitions, prizes and awards to pupils and former pupils and otherwise to encourage and assist the educational attainment of pupils and former pupils;

x. to provide educational facilities and services to students of all ages and the wider community for the public benefit;

xi. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils in academies;

xii. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Trust, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit;

xiii. to deposit or invest any funds of the Trust not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

xiv. to delegate the management of investments to a financial expert, but only on terms that:

- the investment policy is set down in writing for the financial expert by the Trustees;
- every transaction is reported promptly to the Trustees;
- the performance of the investments is reviewed regularly with the Trustees;
- the Trustees are entitled to cancel the delegation arrangement at any time;

- the investment policy and the delegation arrangement are reviewed at least once a year;
- all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- the financial expert must not do anything outside the powers of the Trustees;

xv. to arrange for investments or other property of the Trust to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;

xvi. to provide indemnity arrangements to Trustees in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

xvii. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Trust; and

xviii. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

6.2 The Board shall have the following powers:

i. to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and

ii. to enter into contracts on behalf of the Trust.

6.3 In the exercise of their powers and functions, the Trustees may consider any advice given by the Chief Executive Officer to the extent he or she is not a Trustee and any other executive officer.

7. Duties

7.1 The Board shall undertake the following duties, to:

i. agree constitutional matters, including procedures where the Board has discretion;

ii. propose and advise the Trust Members on the recruitment of new Trustees as vacancies arise;

iii. appoint or remove the Chair and Vice-chair;

iv. appoint or remove Clerk to the Board;

v. establish ACs and other Committees and determine their membership, constitution and terms of reference (including by the appointment or removal of Committee members);

vi. suspend a Trustee or member of any Committee (including AC members);

vii. appoint or remove the CEO;

viii. decide which functions of the Board will be delegated to Committees and individuals;

ix. receive reports from any individual or Committee to whom a decision has been delegated and to consider whether any further action by the Board is necessary;

x. approve the annual Trust budget prior to the start of the financial year;

xi. review the Scheme of Delegation annually;

xii. make the appropriate policy approvals as provided for within the Scheme of Delegation;

xiii. ensure that there are effective confidential reporting arrangements;

xiv. ensure that a Register of Interests is kept and maintained by the Clerk;

xv. ensure that any pecuniary or conflicts of interests are declared at each meeting of the Board and that robust processes are put in place so that such declarations occur at any Committee meetings.

Appendix 2 Finance, Audit and Risk Committee - Terms of Reference

1. Membership

1.1 The Committee will be composed of between 3 and 6 members.

1.2 The membership of the Committee may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.3 Employees of the Trust shall not be members.

1.4 The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term. The Board may approve changes to the membership of the Committee at its discretion.

1.5 The Accounting Officer and Chief Financial Officer and other individuals employed by the Trust may be invited to attend meetings of the Committee to provide information and participate in discussions but shall not be members and shall not vote.

2. Quorum

2.1 The quorum for the Committee is any one half (rounded up to the nearest whole number) of the members of the Committee.

3. Meetings

3.1 The Committee will meet at least 3 times a year. Additional meetings may be arranged depending on the circumstances of the Trust at any given time, at the request of the Chair of the Committee or the Board.

3.2 **Chairing:**

i. The Chair of the Committee will be elected by the Board on an annual basis at the first meeting in the autumn term.

ii. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

iii. The Chair of Trustees should not be Chair of the Committee.

3.3 **Clerking:**

i. The Clerk to the Committee will circulate an agenda for each meeting and papers at least a week before the Committee meeting.

ii. The Clerk will take minutes of the meeting.

3.4 Attendance at the meeting, issues discussed and recommendations for decisions will be minuted. The minutes will be prepared in sufficient time for inclusion on the agenda of the next meeting of the Board to:

i. ensure compliance with statutory requirements;

ii. to provide information and assurance to the Board;

iii. to seek approval of recommendations;

iv. to report the discharge of any delegated powers.

3.5 All members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee shall have a second or casting vote.

4. Delegated Powers

4.1 For further information on the powers delegated to this Committee, please refer to information included within the Trust Finance Policy and Scheme of Delegation.

4.2 The Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including members of Academy staff or other Trustees.

4.3 In the event of a need to make genuinely urgent decisions between meetings, the Chair of the Committee, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Committee, minuted and (where the Committee approves the decision) ratified accordingly.

5. Key Responsibilities and Tasks

5.1 To determine, and recommend to the Board of Trustees the annual budget plan.

5.2 To establish and maintain a financial plan for (as a minimum) each period of three years.

5.3 To monitor the budget position against the current and projected annual position, and to ensure good financial management and effective internal controls.

5.4 To assess the implications for each Academy of the funding stream in consultation with members of the Executive Team, in advance of the financial year and for future years, drawing any matters of significance or concern to the attention of the Board of Trustees.

5.5 To contribute to the formulation of the Trust's development plan, through the consideration of financial priorities and proposals, in consultation with the Chief Executive Officer, and in accordance with the stated and agreed aims and objectives of the Trust.

5.6 To ensure the annual accounts are produced in accordance with the requirements of the Companies Act 2006, the Charities SORP's and the DfE guidance issued to academies.

5.7 To review and consider the placing of orders or entering into of contracts in line with the Trust Finance Policy and Scheme of Delegation.

5.8 To monitor capital expenditure and take appropriate steps in the event of possible over/under-spending.

5.9 Review and approve the Trust Finance Policy annually.

5.10 To receive and make recommendations to the Board of Trustees on the appropriate level of reserves.

5.11 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 (including those contained within the Academy Trust Handbook), drawing any matters of concern to the attention of the Board of Trustees.

5.12 To advise the Board on compliance with the Master Funding Agreement and each Supplemental Funding Agreement;

5.13 To advise the Board on the appointment, reappointment, dismissal and remuneration of the external auditors and internal auditors and establish that all such assurance providers adhere to relevant professional standards;

5.14 To oversee the Trust's risk management framework, ensuring that risks are being addressed appropriately;

5.15 To report to the Board on the adequacy of the Trust's internal control framework, including financial and non-financial controls and management of risk;

5.16 To oversee and approve the Trust's programme of internal scrutiny and annual audit plans;

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

Appendix 3 Education Performance Committee - Terms of Reference

1. Membership

1.1 The Committee will be composed of between 3 and 6 members.

1.2 The membership of the Committee may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.3 Employees of the Trust shall not be members.

1.4 The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term. The Board may approve changes to the membership of the Committee at its sole discretion.

1.5 The Chief Executive Officer, Chief Education Officer and other individuals employed by the Trust may be invited to attend meetings of the Committee to provide information and participate in discussions but shall not be members and shall not vote.

2. Quorum

2.1 The quorum for the Committee is any one half (rounded up to the nearest whole number) of the members of the Committee.

3. Meetings

3.1 The Committee will meet at least 3 times a year. Additional meetings may be arranged depending on the circumstances of the Trust at any given time, at the request of the Chair of the Committee or the Board.

3.2 Chairing:

i. The Chair of the Committee will be elected by the Board on an annual basis at the first meeting in the autumn term.

ii. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

3.3 Clerking:

i. The Clerk to the Committee will circulate an agenda for each meeting and papers at least a week before the Committee meeting.

ii. The Clerk will take minutes of the meeting.

3.4 Attendance at the meeting, issues discussed and recommendations for decisions will be minuted. The minutes will be prepared in sufficient time for inclusion on the agenda of the next meeting of the Board to:

i. ensure compliance with statutory requirements;

ii. to provide information and assurance to the Board;

iii. to seek approval of recommendations;

iv. to report the discharge of any delegated powers.

3.5 All members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee shall have a second or casting vote.

4. Delegated Powers

4.1 For further information on the powers delegated to this Committee, please refer to information included within the Scheme of Delegation.

4.2 The Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including members of Academy staff or other Trustees.

4.3 In the event of a need to make genuinely urgent decisions between meetings, the Committee Chair, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Board, minuted and (where the Committee approves the decision) ratified accordingly.

5. Key Responsibilities and Tasks

5.1 Recommending to the Trust Board for approval challenging educational targets of the Trust.

5.2 Considering and evaluating performance of the Academies against KPIs set by the Trust Board in relation to academics and other matters.

5.3 Holding the Executive Team to account for pupils' outcomes, safeguarding, inclusion, the quality of teaching, learning and assessment, in accordance with the Scheme of Delegation.

5.4 Monitor and challenge the use of Pupil Premium and other funds as required by the Scheme of Delegation.

5.5 Considering the aims and priorities for raising standards of achievement in the Trust strategic plan.

5.6 Ensuring that the legal requirements for pupils with special educational needs and disabilities are met and that they are given support for learning.

5.7 Ensuring that each Academy fulfils its legal requirement to publish information about their Academy's performance and curriculum.

5.8 Review and approve policies in line with the Trust's Scheme of Delegation.

5.9 Ensure each Academy complies with its commitment to training and professional development for all personnel in order to ensure quality first teaching in each academy.

Appendix 4 People and Operations Committee - Terms of Reference

1. Membership

1.1 The Committee will be composed of between 3 and 6 members.

1.2 The membership of the Committee may include persons who are not Trustees, provided that a majority of Committee members are Trustees.

1.3 Employees of the Trust shall not be members.

1.4 The membership of the Committee will be agreed on an annual basis at the first meeting of the Board in the autumn term. The Board may approve changes to the membership of the Committee at its sole discretion.

1.5 The Chief Operating Officer and other individuals employed by the Trust may be invited to attend meetings of the Committee to provide information and participate in discussions but shall not be members and shall not vote.

2. Quorum

2.1 The quorum for the Committee is any one half (rounded up to the nearest whole number) of the members of the Committee.

3. Meetings

3.1 The Committee will meet at least 3 times a year. Additional meetings may be arranged depending on the circumstances of the Trust at any given time, at the request of the Chair of the Committee or the Board.

3.2 Chairing:

i. The Chair of the Committee will be elected by the Board on an annual basis at the first meeting in the autumn term.

ii. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

3.3 Clerking:

i. The Clerk to the Committee will circulate an agenda for each meeting and papers at least a week before the Committee meeting.

ii. The Clerk will take minutes of the meeting.

3.4 Attendance at the meeting, issues discussed and recommendations for decisions will be minuted. The minutes will be prepared in sufficient time for inclusion on the agenda of the next meeting of the Board to:

i. ensure compliance with statutory requirements;

ii. to provide information and assurance to the Board;

iii. to seek approval of recommendations;

iv. to report the discharge of any delegated powers.

3.5 All members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee shall have a second or casting vote.

4. Delegated Powers

4.1 For further information on the powers delegated to this Committee, please refer to information included within the Scheme of Delegation.

4.2 The Committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including members of Academy staff or other Trustees.

4.3 In the event of a need to make genuinely urgent decisions between meetings, the Chair of the Committee, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Committee, minuted and (where the Committee approves the decision) ratified accordingly.

5. Key Responsibilities and Tasks

5.1 To approve the Trust's Estate Strategy, monitoring its effectiveness against key performance indicators included in the Asset Management Plan (AMP).

5.2 To approve and monitor the Trust's climate action plan to ensure it is taking steps to reduce our environmental footprint, particularly in the drive to achieve net zero emissions.

5.3 Review the Trust Health and Safety Policy to ensure that it is line with national current guidelines annually.

5.4 Provide advice and guidance to the Trustees on health and safety issues.

5.5 To monitor and review and effective use of the Trust Schools Condition Allocation. Ensuring funds are used in line with the strategic estate's priorities of the Trust.

5.6 To review and approve proposed major capital projects, in line with the Trust Finance Policy.

5.7 To approve the Trust's IT and Data Governance Strategy (including GDPR), monitoring its effectiveness against the key performance indicators in the IT Service Level Agreements.

5.8 The Committee will view and examine major works completed on a regular basis.

5.9 To monitor and review the provision of food provided to learners against the DfE School Food Standards.

5.10 To develop, review and oversee the implementation of the Trust's personnel policies and to monitor the impact of these via KPIs, i.e. in relation to such matters as turnover, sickness absence, recruitment, grievances and employee satisfaction.

5.11 To ensure staffing structures are kept under review in consultation with Chief Operating Officer.

5.12 To approve a Trust Pay Policy following appropriate consultation as required and to ensure that it is applied equitably across the Trust.

5.13 To approve, following an annual review, the Trust Pay Awards as required by the Scheme of Delegation and Trust Pay Policy.

5.14 To receive, review and approve recommendations from the Executive Team relating to the pay of all members of staff outside the guidelines of the Pay Policy.

5.15 To keep under review arrangements for staff work/life balance, working conditions and well-being.

Appendix 5 Academy Council (AC) - Terms of Reference

Academy Councils are the Trust's local governance tier and operate as local committees of the Trust Board.

The Academy Council provides local insight, stakeholder engagement, challenge and assurance within the responsibilities delegated by the Board. Legal and ultimate accountability for the Academy remains with the Trust Board.

1. Membership

1.1 The Articles provide that the membership of an Academy Council shall be for the Trust to decide, provided that a minimum of two parents of a registered pupil at the Academy (to be elected by the parents of the registered pupils of the Academy) shall be a member of the AC (Article 101A);

1.2 Trustees may be members of an AC

1.3 The Trust has determined that the membership of each AC shall be as follows:

i. a maximum of 4 community representatives;

ii. the Headteacher;

iii. a maximum of 2 staff;

iv. a maximum of 4 parents;

v. specific membership as required under the Company Articles of Association, Master Funding Agreement or any Supplemental Funding Agreement;

vi. a maximum of 2 members appointed by the Trust Board.

1.4 AC members who are employees of the Academy shall not exceed one third of the total number of members for the Academy.

1.5 The term of office for any member shall be four years, this time limit shall not apply to the Headteacher.

2. Quorum

2.1 The quorum for a meeting of the AC and any vote on any matter thereat, shall be three members, or, where greater, any one half (rounded up to a whole number) of the total number of members holding office at the date of the meeting.

3. Meetings

3.1 Each AC shall hold at least three meetings each academic year, the calendar of meeting dates to be agreed at the start of each academic year. Additional meetings may be arranged depending on the circumstances of each Academy at any given time.

3.2 **Chair and Vice-chair:**

i. The Chair and Vice-chair will be elected at the Autumn term meeting and will serve for 24 months from the start of the Spring term.

ii. The Headteacher cannot be the Chair or Vice-chair of the AC.

iii. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-chair shall act as the chair for the purposes of the meeting.

3.3 **Clerking:**

i. The Clerk will circulate an agenda and papers for each meeting at least 7 clear days before an AC meeting.

ii. The Clerk will take minutes of the meeting.

iii. The Chair of the Council, through the Clerk, shall ensure that minutes are submitted to all members of the Council and Trust Governance Lead within two weeks of the meeting, and that they are signed at the next meeting to confirm their accuracy.

iv. Each meeting should include a standard item allowing unresolved issues to be raised.

4. Delegated Powers

4.1 The Board has agreed a formal schedule of matters reserved for its decision, i.e. those matters which should not be delegated. As permitted by Article 105 of the Articles, within the Scheme of Delegation the Board has delegated to each AC such of its powers or functions as it considers desirable, to be exercised by them. Those delegations may be made subject to any conditions the Board may impose and may be revoked or altered.

4.2 In the event of a need to make genuinely urgent decisions between meetings of the AC, and where appropriate in consultation with the Chief Executive Officer, Headteacher and any relevant Committee Chair, the Chair of the AC may take action on behalf of the AC, within the terms of the power delegated to the AC. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the AC and shall be minuted and (if applicable) ratified accordingly.

5. Role

5.1 The AC shall be to provide advice to the Trust in relation to the functioning of the relevant Academy.

5.2 This advisory role will:

i. ensure a level of local accountability and representation;

ii. serve as a safeguard against centralised decision making by taking account of local circumstances;

iii. provide essential local representation of parents and the community.

5.3 Any advice or recommendations given by the AC shall be brought to the attention of the Board.

6. Responsibilities

6.1 As provided by the Articles the responsibilities of each AC shall be for the Board to determine.

6.2 The Board requires each AC to perform the following functions:

i To recommend, monitor and evaluate specific policies and documents, which are identified in the Scheme of Delegation Policy Approval Schedule.

ii To receive and consider updates from the Academy Headteacher on the performance and running of the Academy, providing constructive feedback on areas for further improvement.

iii To ensure the academy is finding out the views of learners, parents and staff, considering reports of activities undertaken to determine these and is listening to and, responding to them.

iv To ensure that any areas of concern about the Academy, including those around learner outcomes, are raised and documented in the minutes so that they can be brought to the attention of the Trust Board, through the Education Performance Committee.

v To receive information from the Trust when appropriate, and consider and debate items that the Trust Board members or Chief Education Officer may request to be on the agenda from time to time.

vi To be proactive in supporting the Headteacher in developing greater links with the local community.

vii To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each Academy.

7. Communication between AC and the Trust Board

7.1 A report should be provided to the Education Performance Committee detailing any items in AC minutes requested to be raised with the Trust Executive or Committee, and these will in turn will be reported in the Education Performance Committee minutes to the Trust Board.

7.2 Issues should only be escalated to the Education Performance Committee if queries have not been satisfactorily resolved at the AC with the Trust Executive Team. The AC handbook provides further details of this process.

Appendix 6 Learner Discipline Subcommittee - Terms of Reference

1. Membership

1.1 The Committee will be comprised of three members from Trustees and AC members, who may be called at any time to form a Panel to conduct a hearing.

1.2 Members with prior knowledge of the learner or the incident will be disqualified from being a member of the Panel.

1.3 All members must undertake training to enable them to carry out their roles effectively.

2. Quorum

2.1 The quorum for a Panel is three.

3. Meetings

3.1 Panel Hearings will take place as required and in accordance with statutory time limits, as set out at Regulation 7 of the School Discipline (Pupil Exclusions and Reviews) (England) Regulations 2012 (as amended from time to time).

3.2 **Chairing:**

i. The Chair for any meeting will be elected by the Members at the Panel hearing, but must be a Trustee.

3.3 **Clerking:**

i. The Clerk will take confidential minutes of each meeting.

4. Committee Tasks

4.1 To consider representations from parents in the case of exclusions of 5 days or less.

4.2 To consider representations from parents in the case of exclusions totalling more than 5 but not more than 15 school days in one term.

4.3 To consider the appropriateness of any permanent exclusion or any exclusion where one or more fixed period exclusions total more than 15 school days in one term or where a student is denied the chance to take a public examination.