

# Galileo Academy Trust Board and Committees

## Terms of Reference

(Approved 10 November 2020)



### The Trust Board

#### Membership

- All individuals as appointed by the Members/subscribers to the Trust's Memorandum of Association.

#### Quorum

- The quorum necessary for the transaction of business shall be 3 Trust Board members present in person or by telephone.

#### Frequency of Meetings

- The Trust Board shall meet at least three times a year at appropriate times and otherwise as required.

#### Minutes

- The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Board.
- Draft minutes of the Board meetings shall be circulated and, once agreed, to all members of the Board. Minutes will be made publicly available unless the press and public are excluded for reasons of commercial sensitivity or personal information.

#### Notice of Meetings

- Meetings of the Trust Board shall be called by the Clerk to the Board at the request of the Chair.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend, giving 7 working days' notice.

### Terms of reference

- Approval of the Trust's mission, strategy and long-term business plans;
- Approval of the Key Performance Indicators;
- Approval of systems of control and accountability, including financial and operational controls and risk assessment; and procedures for handling internal grievances and managing conflicts of interest;
- Monitoring of the Trust's performance against approved plans and KPIs;
- To agree constitutional matters, including procedures where the Board has discretion;
- To hold at least three Board meetings a year;
- To appoint or remove the Chair and Vice Chair;
- To establish the committees of the Board and their terms of reference;
- To appoint the Chair of any committee;
- To appoint, suspend or remove a Board member;
- To decide which functions of the Board will be delegated to committees, groups and individuals, including the Chief Executive;
- To 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;
- To approve the strategic budget plan and the formal budget plan of the financial year;
- To keep the Health and Safety Policy and its practice under review and to make revisions where appropriate;
- To review the delegation arrangements annually.
- Approve Policies generally

## **Finance & Resources role**

- To consider/approve Trust/Academy annual budgets and three-year plans making recommendations where necessary
- To consider/approve Trust/Academy capital funding
- To hold Academy Principals and Chairs of Local School Boards to account for financial planning and performance
- To recommend to the Trust Board, the adoption of a three-year business plan and annual budgets.
- To review arrangements for securing value for money, solvency and safeguarding of assets.
- To investigate, or commission investigations into, variations in financial performance from budgeted targets.
- To consider in detail reports from the Chief Executive on issues related to assets, liabilities and capital.

## **Scrutiny role**

- To maintain an overview of the Trust's performance management arrangements.
- To review selected aspects (both policy development and operation) of the Trust's programmes of improvement.
- To review selected aspects of the Trust's systems and organisational effectiveness.
- To consider the progress in implementing the Trust 3-year business plan against the measures of success.
- To make recommendations to the Trust Board and/or the Executive as appropriate.
- To review progress on recommendations made.

## **Other Matters**

- Appointment of CEO and Chief Finance Officer of the Trust
- Consideration of Stakeholder engagement strategy and feedback from same in order to determine corporate direction
- To obtain, at the Trusts expense, outside legal or other professional advice on any matter within its terms of reference
- To call any employee to be questioned at a meeting of the Board as and when required.

## **The Role of the Chair of the Trust Board**

- Provide leadership to the Trust, ensuring that its business is carried out efficiently and that Trustees exercise collective responsibility.
- Ensure that the Board sets a strategy, vision and values appropriate to its objectives.
- Ensure that the Board sets policies, defines goals and sets targets to deliver its objectives and that they are implemented and that performance against them is monitored.
- Ensure that the reputation of the Trust is safeguarded.
- Ensure that the Board oversees the financial stability of the Trust and that the Trust meets all its statutory obligations.
- Ensure arrangements are in place for the evaluation of the performance of the Trust Board, its sub-committees, and the Chief Executive.
- Ensure that Trustees recognise the distinction between governance and executive leadership and management and demonstrate this in the conduct of Trust business so that the Board focuses on strategy, performance and accountability.
- Ensure that the business of the Board is conducted properly and effectively, in accordance with the Code of Conduct and legal and regulatory requirements. Ensure the provision of accurate, timely and clear information to Trust Board members.
- Together with the Chief Executive ensure the Trustees and the Leadership Team work together effectively.
- Ensure effective communication with staff, parents and pupils, the public and other stakeholders.

- Together with the Chief Executive to represent the Trust and Board to the Secretary of State, key officials within the DfE and the ESFA and other significant stakeholders.
- Together with the Chief Executive to advocate to the Secretary of State , DFE, ESFA and other significant stakeholders the values, mission, key achievements and concerns of the Trust.
- Act as an ambassador for the Trust, promoting its key values and vision, at a local, regional national and international level.
- In the event that the Chair is unavailable to carry out the duties set out above then the Vice Chair will automatically assume those duties.

### **The Role of the Clerk to the Board**

- To work effectively with the Chair of the Board, the other Board members and the Chief Executive to support the Board;
- To advise the Board on constitutional and procedural matters, duties and powers;
- To convene meetings of the Board;
- To attend meetings of the Board and ensure minutes are taken;
- To maintain a register of members of the Board and report vacancies to the Board;
- To give and receive notices in accordance with relevant regulations;
- To perform such other functions as may be determined by the Board from time to time.

## Education Standards, Inclusion and Church Committee

### Membership

- Members of the Education Standards Committee shall be appointed by the Board and shall be made up of at least 3 members. Additionally, up to two external co-opted members may be appointed.
- Only members of the Education Standards Committee have the right to attend Education Standards Committee meetings. However, other individuals such as the Chief Executive and other individuals (including representatives of academies) may be invited to attend all or part of a meeting as and when appropriate, but not vote.
- Appointments to the Education Standards Committee shall be for a period of up to three years, which may be extended for further periods.
- The Board shall appoint the Chair of the Committee.

### Quorum

- The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

### Frequency of Meetings

- The Committee shall meet at least three times a year at appropriate times and otherwise as required.

### Minutes

- The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Committee.
- Draft minutes of the Committee meetings shall be circulated and, once agreed, to all members of the Committee. Minutes will be made available to all academies within the Trust.

### Notice of Meetings

- Meetings of the Trust Board shall be called by the Clerk to the Board at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

### Role of the Chair of the committee

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

## Terms of Reference

- Consideration of the evidence in meeting the Key Performance Indicators set by the Trust and to hold the Leadership Team, whether Central Team or Academy, to account.
- Consideration of evidence about the academic attainment and progress of students over time
- Consideration of the evidence about attendance and behaviour of students
- Consideration of evidence about the quality of teaching and learning provided to students
- Consideration of the evidence about the range and quality of extra-curricular provision experienced by students
- Consideration of the quality of provision for staff development and its impact upon the quality of provision
- To consider the views of parents and students about the quality of provision
- To consider on behalf of the Trust Board the overall human resources strategy.
- To agree key personnel and staff development policies which form part of that strategy.
- To monitor the effectiveness of the Trust's human resources strategy.
- Consideration and approval of the curriculum and extra curriculum provision and the teaching and support staff resources required to deliver the entitlement curriculum in the academies

- Consideration and approval of the of the Academies Improvement Plans – short and medium term
- The consideration of the general view of the condition and suitability for learning of the academy's buildings and sites and consideration of the quality of premises and the learning environment;
- To review the procedures for risk assessment of health and safety matters in academies and to ensure that Health and Safety issues are appropriately prioritised for action;
- To establish and review a Performance Management policy for all staff;
- Consideration and approval of the of the plans to develop and support the professional development of all staff, alongside the resources required

### **Other Matters**

The Education Standards Committee shall:

- Have access to sufficient resources (expenditure above £500 shall require Board approval) in order to carry out its duties, including access to the Clerk to the Board for assistance as required;
- Give due consideration to the Ofsted Education Inspection Framework and the published policies of the Secretary of State;
- Oversee any investigation of activities which are within its terms of reference;
- Arrange for periodic reviews as part of the overall Board and Education Standards Committee evaluation process, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **Audit & Risk Committee**

### **Membership**

- Members of the Audit and Risk Committee shall be appointed by the Board and shall be made up of at least 3 members. Additionally, up to two external co-opted members may be appointed provided there is not an even number of members.
- A majority of all members of the Audit and Risk Committee shall have recent and relevant financial experience. The Chair may not be a member of any other sub-committee.
- The Board shall appoint the Audit and Risk Committee Chair.
- Only members of the Audit and Risk Committee have the right to attend Audit and Risk Committee meetings. However, other individuals such as the Chief Executive, Chief Finance Officer and other individuals (including representatives of external advisers) may be invited to attend all or part of any meeting as and when appropriate, but not vote.
- The external auditors will have a right to attend meetings of the Audit and Risk Committee on a regular basis.
- The internal auditors may attend by invitation.
- Appointments to the Audit and Risk Committee shall be for a period of up to three years, which may be extended for further blocks of three years.

### **Quorum**

- The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

### **Frequency of Meetings**

- The Committee shall meet at least three times a year at appropriate times and otherwise as required.

### **Minutes**

- The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Committee.
- Draft minutes of the Committee meetings shall be circulated and, once agreed, to all members of the Committee. Minutes will be made available to all academies within the Trust.

### **Notice of Meetings**

- Meetings of the Committee shall be called by the Clerk to the Board at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

### **Role of the Chair of the committee**

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

## **Terms of reference**

### **Role**

- The role of the Audit & Risk Committee is to maintain an oversight of the Trust's governance, risk management, internal control and value for money framework. It will report its findings annually to the Board and the Chief Executive as a critical element of the Trust's annual reporting requirements.
- The Audit Committee has no executive powers or operational responsibilities/duties.

### **Internal Control**

- The Committee shall ensure that the internal control systems, including audit activities, of the Trust and any of its subsidiaries is monitored actively, independently and objectively in order to:

- improve the effectiveness of the Trust's internal controls
  - reinforce the independence and effectiveness of the internal audit function
  - provide a sounding board for Trust management on issues of concern in connection with the Trust's internal control systems
  - advise on the reliability of the Trust's information systems and processes
  - review Trust financial statements and budgets (Revenue & Capital)
  - Advise the Trust Board on the appointment of internal and external auditors and providers of key financial systems i.e. Bank and General Ledger
  - Approve/consider procurement recommendations in line with Financial Regulations
  - underpin the objectivity and independence of the external auditors
  - increase stakeholder confidence in the objectivity and fairness of the Trust's financial reports and in the quality of the Trust's corporate governance.
- To provide a medium of communication from the Trust's auditors to the Trust, which is seen to be independent of Trust management.
  - To ensure that financial transactions are undertaken in accordance with the Trust's financial regulations.

### **Risk Management and Value for Money Framework**

The Audit and Risk Committee shall:

- To act as the Trusts Risk Management Group
- report on value for money of the Trust on a regular basis taking into account relevant comparator review the timeliness of, and reports on, the effectiveness of corrective action taken by the Trust's management;
- Review and approve the statements to be included in the annual report concerning internal controls and risk management, prior to consideration by the Board;
- Receive reports from external bodies (for example the ESFA) and consider any issues raised along with management responses and action plans; and
- Review the Trust's codes of conduct, ethics and related corporate responsibility policies and how these are communicated and monitored.
- To review staff pension arrangements

### **Whistleblowing**

The Audit and Risk Committee shall:

- Review the adequacy and security of the Trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;

### **Delegated Authority**

- The Audit Committee is a Committee of the Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.
- The Audit Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Chief Executive and/or Chair of the Trust. However, the Audit Committee may not incur expenditure in excess of £5,000 in doing so without the prior approval of the Board.