



# Trustee Governance Committees

## Terms of Reference

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## 1. OVERVIEW AND CONTEXT

### 1.1 THE ROLE OF THE TRUST BOARD

The Trust Board is the decision-making body of our multi-academy academy trust (MAT) and is accountable and responsible for all the academies equally within Evolution Academy Trust (EAT). Our Trust will also be the employer of any central staff and those within its academies. Everyone in governance should be aware of and accept 'The 7 principles of public life', as set out by Lord Nolan.

Trustees are the people who make up the Trust Board and are both the charity trustees and company directors of our multi-academy trust. The Department for Education's '[Competency framework for governance](#)' outlines the knowledge, skills and behaviours needed by trust boards for effective governance.

The Trust Board operates and makes decisions to further the Trust's charitable object, which as in the majority of MATs, is 'to advance for the public benefit education in the United Kingdom'. The Trustees are responsible for the general control and management of the administration of the Trust.

Subject to the provisions of the Companies Act, the Trust's articles of association and the Members' ability to direct the Trust Board by special resolution, the Trustees may exercise all the powers of the Trust. They have statutory duties to exercise care, skill and diligence and avoid conflicts of interest.

As the strategic leader of the Trust, it is vital that the Trust Board is connected with, and engages, the communities and stakeholders it serves. In the interests of transparency, the Trust Board publishes on its website up-to-date details of the overall governance arrangements it has put in place.

The role of the Trustee is a voluntary one.

As set out in the Governance Handbook, all Trust Boards have three core functions:

- Ensuring clarity of the vision, ethos and strategic direction.
- Holding the Executive Leaders to account for the educational performance of the school(s) and its pupils and the effective and efficient performance management of staff.
- Overseeing the financial performance of the school(s) and making sure that its money is well spent

Trust Boards should also have regard to the need for the Executive Leader and teachers in their academies to be able to achieve a satisfactory work life balance, and, through their strategic role, should provide support and challenge to help reduce unnecessary burdens, for example, in relation to the number of data requests that are made.

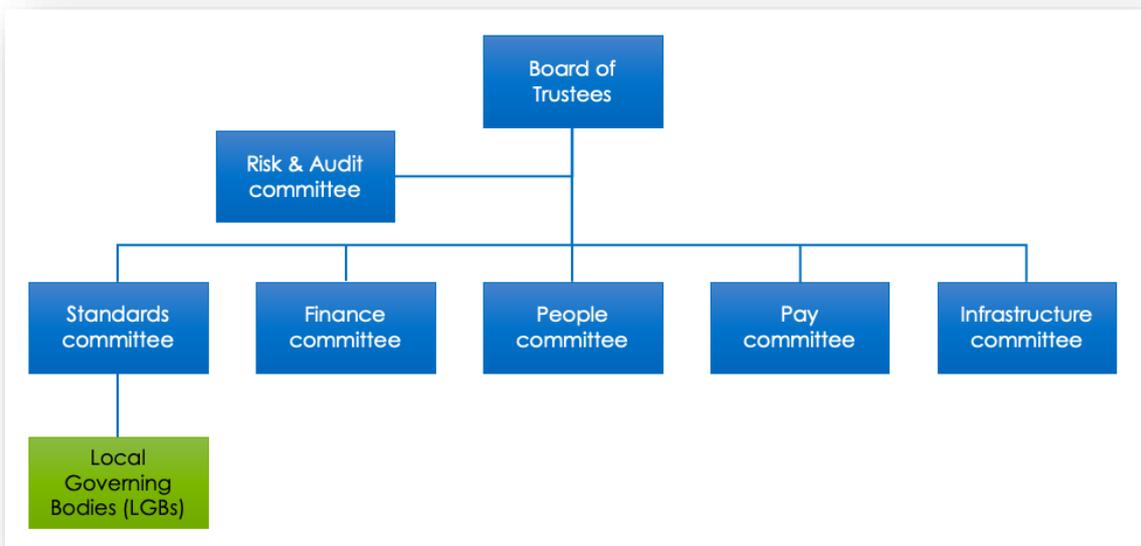
Specific details relating to delegated responsibilities is contained in the Evolution Academy Trust [Scheme of Delegation](#).

## Trustee Governance Committees Terms of Reference (ToR)

### 1.2 COMMITTEE STRUCTURE

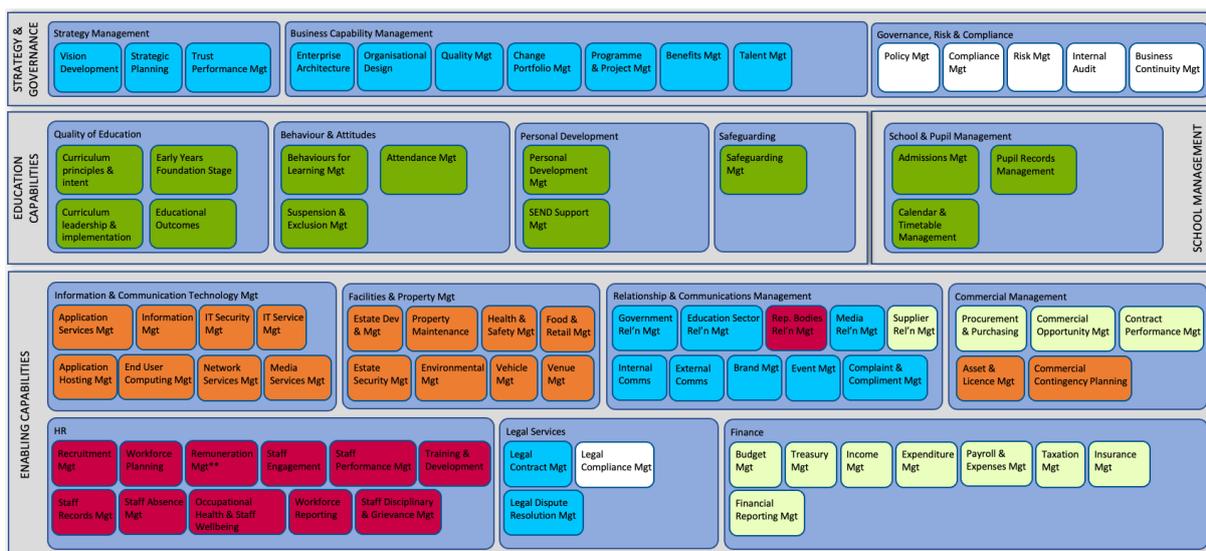
Trustees have established the committees (shown below in blue) to execute the business of the Trust Board. All committees report directly to the Trust Board and have been granted delegated responsibilities as per these terms of reference.

In addition, Trustees have established a Local Governing Body (LGB) for each of the Trust's academies. The LGBs report to Trustees through the Standards committee.



### 1.3 SCOPE OF COMMITTEES

The Committees shall oversee, monitor, challenge and support the CEO and Trust Board in matters relating to the following areas of the Trust's Business Capability Model:



## 2. TRUSTEE COMMITTEES – PURPOSE & ACTIVITY

### 2.1 FINANCE COMMITTEE

**Committee Purpose** - The purpose of the Finance Committee is to ensure that:

- The Trust's finance-related statutory obligations are met (as defined by the ESFA).
- The Trust delivers professional financial services and mitigates finance-related risks.
- The Trusts' strategic goals are underpinned by an aligned Finance Strategy and Roadmap.
- The Trust's budget is appropriately structured, aligned to strategy and effectively managed.
- The Trust's funds are used appropriately, efficiently and deliver value for money.

**Committee activity:** The Finance Committee achieves its purpose through the following activity and in line with the Trust's Scheme of Delegation:

#### Finance & Planning

- To consider the Trust's annual indicative funding (as notified by DfE) and assess the implications for Evolution Academy Trust in advance of the financial year. Any matters of significance to be drawn to the attention of the Board.
- To receive the Trust's proposed annual budget and three-year budget, consider and recommend the acceptance/non-acceptance to the Board of Trustees before the start of each financial year. To include the level and use of contingency funds or balances.
- Monitor and review expenditure at every meeting 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 Board of Trustees.
- To receive, consider and approve (or reject) budget reports from the Trust's Finance team including cash flow forecasts, major variance reports, staffing costs, allocation of curriculum development costs, forecast operational costs and balance sheet. Submit overview reports to the Board of Trustees, highlighting any specific concerns as required.
- To consider financial benchmarking and consider how financial performance could be improved.
- To provide relevant financial information to other Committees as required by them to make decisions on issues within their delegation.
- To agree each year the level of Management Fees payable by the Trust's schools, along with the Service Level Agreement to support the charges.
- To monitor and review financial operation procedures to ensure effective implementation and operation, and where appropriate, to make recommendations for improvement.
- To receive reports on finance matters from the Risk and Audit Committee and agree a plan for implementation.
- Review pay recommendations made by the People Committee, CEO or CFO.
- To authorise (or refuse) requests in writing to ESFA for disposal of an asset(s) in line with Financial Procedures.
- To approve write-off of bad debts in line with the Scheme of Financial Delegation (or liaise with ESFA if value of debt is greater than stated in their guidance).
- Review spend against each year's tranche of School Condition Allocation (SCA).
- Agree Capital Grant applications from member Academies and monitor usage of them.

#### Procurement

## Trustee Governance Committees

### Terms of Reference (ToR)

To review procurement plans and strategies, ensuring that they fulfil the objective of achieving value for money throughout the Trust

- To receive an annual review / summary of all Service Contracting arrangements.
- To approve spend requests for goods, services and contracts in line with the Trust's Scheme of Financial Delegation and Procurement Policy.
- To review, approve or otherwise tenders for services and goods, both capital and revenue in line with the Trust's Scheme of Financial Delegation and Procurement Policy.
  
- To monitor the delivery of any finance-related projects, challenging any deviation to cost/time/quality and understanding root causes and remedial actions.
- To review and approve policies delegated by the Trust Board.
- To contribute to the annual assessment of the Trust's business capabilities (within the scope of this committee) and the subsequent development of the committee-related Strategic Improvement Plan (SIP), approving the SIP and recommending to Trust Board.

## 2.2 RISK AND AUDIT COMMITTEE

**Committee Purpose:** The purpose of the Risk and Audit Committee is to ensure that:

- The Trust's risk-related statutory obligations (as defined by the DfE) are met.
- The Trust has a robust (and regularly revised) framework for risk management.
- The Trust sets its risk appetite and tolerance, and then manages its risks effectively against these.
- The Trust's risks are identified, evaluated and appropriate action is taken to manage them.
- The Trusts' strategic goals are underpinned by an aligned risk-aware Strategy and Roadmap.

**Committee activity:** The Risk and Audit Committee achieves its purpose through the following activity and in line with the Trust's Scheme of Delegation:

- To review the annual report and accounts, external audit opinion and management letter.
- To monitor and assess the internal controls of the Evolution Academies Trust to ensure that Evolution Academy Trust, as a whole, is operating at appropriate levels of risk and in compliance with audit requirements.
- To take responsibility for external and internal audit matters and to oversee the respective work programmes.
- In conjunction with the CEO and CFO to monitor the effectiveness and performance quality of the internal and external audit services, making recommendations accordingly to the Board of Trustees.
- To take responsibility for the appointment of the services of internal and external auditors.
- To support the Board of Trustees in ensuring that a framework is established and maintained for the identification and management of risk.
- To support the board of Trustees in providing an added level of scrutiny in the monitoring of internal and external audit matters, risk management, fraud prevention and detection, and internal controls and health and safety and safeguarding and escalate relevant items to the Trust Board as need.
- To keep the board of Trustees regularly informed of the Committee's activities and key decisions.
- To keep under review, the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' report, the internal auditors' annual report, and management responses.
- To monitor the implementation of agreed audit-based recommendations.
- To ensure that all significant losses have been properly investigated and that the internal and external auditors have been informed.
- To ensure adequate insurance cover is in place to support all Trust responsibilities such as employers' liability, building, Trustees' indemnity, public liability insurance etc.
- Trustee members of the Committee will meet with internal and external auditors (ie without any Officers of the Trust). Auditors will meet with members of the Committee in private once a year.
- To monitor the delivery of any Risk & Audit-related projects, challenging any deviation to cost/time/quality and understanding root causes and remedial actions.
- To review and approve policies delegated by the Trust Board.
- To contribute to the annual assessment of the Trust's business capabilities (within the scope of this committee) and the subsequent development of the committee-related Strategic Improvement Plan (SIP), approving the SIP and recommending to Trust Board.

**Membership:** As per other committees, with the addition that the Chair of Trustees shall not be a member of the committee. Members shall not have significant interests in the Trust. At least one committee member should have recent and relevant experience in finance, accounting or auditing.

**Authority:** The Risk and Audit committee shall have authority (on behalf of the Trust Board) to:

- Seek any appropriate information that it requires from any employee of Evolution Academy Trust and all employees shall be directed to co-operate with any request made.
- Obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Chief Executive Officer.

## 2.3 STANDARDS COMMITTEE

**Committee Purpose** - The purpose of the Standards Committee is to ensure that:

- The Trust's educational-related statutory obligations are met.
- The Trust's Quality of Education delivers good educational outcomes for all children.
- The Trust sets high expectations for Behaviour & Attitudes and actively monitors and manages these.
- The Trust delivers broader Personal Development for its pupils beyond the academic curriculum.
- The Trust provides effective Safeguarding for its pupils, including support for looked-after children.
- The Trusts' strategic goals are underpinned by an aligned Educational Strategy and Roadmap.

**Committee activity:** The Standards Committee achieves its purpose through the following activity and in line with the Trust's Scheme of Delegation:

- To understand & assess the approach the Trust takes in setting a well-planned, balanced & engaging curriculum across its schools.
- To assess the provision & take-up of Continuing Professional Development (CPD) by all staff and understand how this impacts the Trust's teaching staff in delivering a high quality of teaching through strong subject, pedagogical and assessment knowledge.
- To monitor educational outcomes (for all children) across the Trust and its schools, understanding any variances, the reason behind these and ensuring improvement activity is planned and executed.
- To ensure the Trust delivers Early Years Foundation Stage (EYFS), in line with statutory requirements.
- To assess attendance and behaviour (for all groups of children) across the Trust and its schools, understanding any variances, the reason behind these and ensuring improvement activity is planned and executed.
- To assess Safeguarding provision across the Trust, ensuring it effectively implemented, regularly reviewed and incidents managed appropriately.
- To understand & assess the specialised support for pupils with SEND needs, ensuring appropriate provision and allocation of funds.
- To understand how the Trust embeds and promotes equality and diversity at all levels.
- To monitor the effectiveness of school governance, by receiving reporting from each Local Governing Body (LGB), understanding and taking action on any local risks as required.
- To monitor the delivery of any education-related projects, challenging any deviation to cost/time/quality and understanding root causes and remedial actions.
- To review and approve policies delegated by the Trust Board.
- To contribute to the annual assessment of the Trust's business capabilities (within the scope of this committee) and the subsequent development of the committee-related Strategic Improvement Plan (SIP), approving the SIP and recommending to Trust Board.

## 2.4 PEOPLE COMMITTEE

**Committee Purpose** - The purpose of the People Committee is to ensure that:

- The Trust is able to attract, develop and retain a professional, motivated and competent workforce.
- The Trust promotes equality, diversity and inclusion in the workplace.
- The Trust proactively maintains and manages relationships with relevant Representative Bodies.
- The Trust's people-related statutory obligations are met.
- The Trust delivers professional HR services and mitigates people-related risks.
- The Trusts' strategic goals are underpinned by an aligned People Strategy and Roadmap.

**Committee activity:** The People Committee achieves its purpose through the following activity and in line with the Trust's Scheme of Delegation:

- To support the CEO in the process of Organisational Design (at supervisory level and above).
- To support the CEO and senior staff with Talent Management strategy (and ensure adequate succession planning is undertaken).
- To oversee and contribute to Representative Bodies Relationship Management.
- To engage in recruitment activity as required to ensure the acquisition of appropriate skilled individuals to the organisation.
- To understand and assess Workforce Planning to ensure adequate resourcing is available to functions across the Trust and its schools.
- To set & monitor the Remuneration Management strategy for the Trust (including Reward and Recognition Strategy)
- To understand the Trust's approach to staff performance management, ensuring it is appropriate, timely and drives results.
- To understand staff Training & Development planning & provision, ensuring it is focused in areas of both tactical and strategic need. (Note: Standards committee assesses educational CPD outcomes).
- To assess staff absence across the Trust and its schools, understanding variances, the reason behind these and ensuring that relevant activity is planned and executed.
- To oversee staff the staff engagement & wellbeing strategies, how these are monitored & reported, and analysing resultant activity and impact.
- To receive reporting on staff disciplinary and grievance statistics, ensuring common themes / local issues are identified and addressed.
- To monitor the delivery of any HR-related projects, challenging any deviation to cost/time/quality and understanding root causes and remedial actions.
- To review and approve policies delegated by the Trust Board.
- To contribute to the annual assessment of the Trust's business capabilities (within the scope of this committee) and the subsequent development of the committee-related Strategic Improvement Plan (SIP), approving the SIP and recommending to Trust Board.

## 2.5 INFRASTRUCTURE & COMPLIANCE COMMITTEE

**Committee Purpose** - The purpose of the Infrastructure & Compliance Committee is to ensure that:

- The Trust effectively manages its Information Technology (IT) functions & services.
- The Trust effectively manages its estate and relevant services
- The Trust has effective health & safety for all staff, pupils and visitors
- The Trust reviews opportunities for future IT systems and (estates) capital projects, making recommendations to the Trust's board as appropriate.
- The Trusts' infrastructure, estates and health & safety-related statutory obligations are met.
- The Trusts' strategic goals are underpinned by an aligned Infrastructure & Estates Strategy and Roadmap.

**Committee activity:** The Infrastructure & Compliance Committee achieves its purpose through the following activity and in line with the Trust's Scheme of Delegation:

- To monitor the delivery of any Infrastructure, Estates & Health & Safety-related projects, challenging any deviation to cost/time/quality and understanding root causes and remedial actions.
- To oversee the performance and security of IT services, ensuring data/security breaches are managed and reported appropriately and that remedial actions are undertaken.
- To oversee the effective and compliant management of the Trust's estate (property), ensuring that estate condition is well understood, risks are identified and managed, and that investment (including SCA funding) is prioritised and spent appropriately to keep the estate in good condition.
- To ensure the Trust keeps sustainability and environmental issues in mind when making investments in the estate & managed services.
- To oversee the effective and compliant management of catering services, ensuring quality and value for money are delivered.
- To oversee health & safety for the entire onsite community (including pupils, employees, and visitors), ensuring compliance with statutory obligations.
- To monitor health & safety-related incidents, ensuring they are managed and reported appropriately and that remedial actions are undertaken to reduce/prevent reoccurrence.
- To review and approve policies delegated by the Trust Board.
- To contribute to the annual assessment of the Trust's business capabilities (within the scope of this committee) and the subsequent development of the committee-related Strategic Improvement Plan (SIP), approving the SIP and recommending to Trust Board.

## 2.6 PAY COMMITTEE

**Committee Purpose** - The purpose of the Pay Committee is to ensure that:

- The Trust's pay-related statutory & contractual obligations are met.
- The Trust's staff performance reviews and salary awards are undertaken fairly & according to policy.
- Trustees approve pay awards for senior Trust staff (including CEO)
- The Trusts' strategic goals are underpinned by an aligned Remuneration Strategy and Roadmap.

**Committee activity:** The Pay Committee achieves its purpose through the following activity and in line with the Trust's Scheme of Delegation:

- Undertake the annual performance review of the CEO, setting salary and bonus for ratification by the Trust Board.
- Review and approve pay recommendations submitted by the CEO for the Trust Central Team.
- Review and approve pay recommendations submitted by the CEO for all Headteachers.
- Ensure performance management policy and pay policy have been consistently and robustly applied for all staff across the Trust.
- Decide the Trust approach towards the exercising of pay discretions (outside of standard salary progression).
- To review and approve policies delegated by the Trust Board.
- To contribute to the annual assessment of the Trust's business capabilities (within the scope of this committee) and the subsequent development of the committee-related Strategic Improvement Plan (SIP), approving the SIP and recommending to Trust Board.

**Frequency** – The Committee shall meet at least once annually, in the Autumn. Additional meetings will be scheduled as necessary to consider urgent matters.

**Membership:** The Pay Committee shall comprise:

- Trustees (minimum 3) nominated by the Board of Trustees
- The EAT Chief Executive Officer (CEO)

### 3. COMMITTEES – OPERATION AND ADMINISTRATION

All of this is common to the committees, with exceptions noted for individual committees above:

**3.1 Committee Scope** - The scope of each committee is tied to the EAT Business Capability Model (BCM).

**3.2 Frequency** – The Committee shall meet at least once each term. Additional meetings will be scheduled as necessary to consider urgent matters.

**3.3 Reporting & Escalation Path** – The Committee will report to the Board of Trustees, via minutes of the meeting, to include:

- For awareness: material information, decisions made, deviations from Change Plan
- For escalation: decisions required or action to be taken by the Board of Trustees

The Committee Chair will provide a verbal overview of key points at the Trust Board.

#### 3.4 Accountabilities

- Each Committee is accountable to the Board of Trustees and will act to the level of authority defined in the Scheme of Delegation unless temporary additional powers are delegated by the Board of Trustees for specific initiatives.
- Each Committee will keep detailed records of its meetings and such records made available to committee members, the external Auditor and or any other examiner during any external audit or other inspection.
- Each Committee will evaluate its performance at least annually to provide assurance to the Board of Trustees that it operates effectively.
- Members of each committee shall comply with the Trust's Code of Conduct for Trustees, members and Local Governors and/or the Trust's Code of Conduct for Staff.

#### 3.5 Membership

Each Committee shall comprise:

- Trustees (minimum 2) nominated by the Board of Trustees
- The EAT CEO or member of the EAT Executive Leadership Team (ELT) nominated by the CEO

In attendance:

- Committee members (Trustees and EAT Executive)
- Governance Professional
- Additional attendees at the approval of the Committee Chair

#### 3.6 Quorum

The meeting will be quorate with a minimum of two Trustees present (minimum three Trustees required for approval of delegated decisions). In the event of equal votes, the Committee Chair will have the casting vote.

Any Trustee member of the committee may appoint a substitute from the Trust Board to attend a meeting on their behalf. If this is proposed, the committee member should inform the Committee Chair or Governance Professional, confirming the name of the delegate and the date of the meeting that the substitute will attend.

## Trustee Governance Committees

### Terms of Reference (ToR)

#### 3.7 Voting

- Only Trustees are entitled to vote at meetings.
- Decisions in meetings shall be determined by a majority of three votes.

#### 3.8 Administration

- The meeting may be held at the Trust offices or online (as agreed by Chair & CEO)
- Meetings will be scheduled, minuted (and circulated for approval) by the Governance Professional.
- Agenda items will be set by the Chair in liaison with the CEO or EAT ELT representative. Requests for other agenda items should be submitted to the Governance Professional 10 days in advance of the meeting to be agreed with the Chair.
- Meeting agenda and reports should be made available to allow at least 7 days preparation by attendees
- Attendees are expected to adhere to the agenda and to have read papers prior to the meeting.

**3.9 Standing Agenda** - Each Committee's agenda shall align to the following 'governance lenses' outlined in the Trust's governance overview:

- Statutory obligations
- Operational reports (aligned to the scope of the committee)
- Strategic Assessment & Planning (at required time in the academic year)
- Change activity (tracking progress of project activity)
- Risk (identifying, managing & escalating risks aligned to the committee scope)

To ensure the completeness of review, the committee will view these perspectives in both directions; Looking backwards to review activities already undertaken (and in progress), to ensure delivery of required outcomes and identification of learning opportunities. Looking forward to identify and prepare for the priority actions in the coming period.

The timing of standing agenda items during the academic year is defined by the Trust Governance Annual Schedule.

**3.10 Meeting Inputs/Outputs** - The standard inputs and outputs of each Committee shall be as follows:

##### Inputs

- Minutes & Actions from previous meeting(s)
- Statutory obligations schedule
- Operational Reports
- Project Status Summaries (committee-related projects)
- Strategic Plan and strategic goals (as required)
- Risk Register (aligned to the scope of the specific committee)

##### Outputs

- Minutes of the meeting, to include decisions reached and agreed actions/owners.
- Documented resolutions (or next actions) of issues
- Risks for oversight by Risk and Audit Committee (or for Trust Board as appropriate)