



## Trustee Board Terms of Reference

**Review Date:** December 2023

**Review Period:** 1 year

**Next Review Date:** December 2024

### Introduction

The Griffin Primary School has three tiers of governance consisting of Members, a Board of Trustees (“the Board”) and committees to the Board. These are the Finance Committee (to include Audit and Risk Management as a sub-committee) and there is also a Headteacher Performance Management Panel. The Board delegates certain powers, responsibilities and tasks to the Finance Committee such as overseeing financial process, auditing and managing risk. This committee must communicate any concern or issue it identifies to the Chair of Trustees at the earliest opportunity. At the end of every meeting, committee members should review the proceedings and agree any matters it should bring to the attention of the Board. Conversely, the Board will also review its discussion and communicate with Committee any matters it determines to be of importance. The Scheme of Delegation sets out the responsibilities for each Board or Committee. Details about membership and a summary of key functions for each are below.

### Members

Peter Kent (Chair of Trustees)  
Paula Whitfield  
Lawrence Sheriff School Academy Trust (Corporate)

### Trustees

Anna Carr  
Bronia Costello  
Alison Hine  
Peter Kent (Chair)  
Thomas Legge  
Nimal Mistry  
Emily Welch  
Kirsten Isaac’s  
Kathryn Evans

(NB. The Articles of Association require the Chair of the Board to also be a Member)

Trustees are appointed by the Trust’s Members for the strategic skills, knowledge and expertise they bring to the Board in relevant fields (e.g. education, finance, business). The Trust’s Articles of Association state there is no maximum number of Trustees. The current number (Autumn 2023) of Trustees is 6, with 2 Parent Trustees and the Headteacher (Ex-officio)

The Board will continue to encourage individuals with appropriate skills and knowledge to join so that continuity of governance is assured.

## **Quorum**

Three Trustees, or, where greater, any one third (except where the matter to be considered is a vote on the removal of a Trustee, when the quorum is two thirds).

## **Frequency of Meetings**

One board meeting each half term.

## **Role**

Trustees set the strategic direction for the Trust, hold the Headteacher to account and ensure the Trust adheres to its Funding Agreement and the requirements of the Academies Financial Handbook. As charity trustees, the Board must also ensure that it complies with charity law requirements. Trustees may choose to delegate some functions to Committees, though the Board remains ultimately accountable.

## **Terms of Reference**

- Set the vision, ethos and mission for the Trust.
- Set the strategic direction for the Trust and its academies.
- Agree and establish Committees and delegate powers, responsibilities and tasks to such committees as the Board sees fit.
- Agree the constitution and membership of all Committees of the Board.
- Appoint a Chair to each Committee.
- Ensure the Trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the Academies Financial Handbook.
- Ensure the Trust seeks economy and value for money in the use of its funds.
- Publish annual accounts, including a governance statement and composition of the board of trustees.
- Ensure the Trust complies with the law.
- Act responsibly, in the interests of the Trust and its academies.
- Approve Trust policies or delegate their approval to Committees as appropriate.

## **Finance Committee**

### **Membership**

Minimum of three Trustees excluding staff (other than the Headteacher). The Chair must be a Trustee and the Committee must be constituted by a majority of Trustees. At least one committee member must have appropriate financial skills and experience.

### **Frequency of Meetings**

Minimum of three meetings in each financial year at which time the termly income and expenditure reports can be approved. Special Meetings can be requested at any time by any three members of the Committee contacting the Clerk. Management Reports must be shared with the Chair of Trustees monthly and finance reports must be sent to the committee six times a year, at their Board Meetings.

### **Role**

To review the proposed annual budget for the school and recommend their approval (or otherwise) to the Board of Trustees. The Committee also approves any significant expenditure which is above the amounts delegated to the Headteacher and any finance, HR and premises related policies. It determines matters related to pay and performance management of staff (by means of a sub-committee). To advise the Academy Trust on the adequacy and effectiveness of systems of internal control and arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money). The Committee will promote efficiency as one of its core aims.

## **Terms of Reference**

### **Budgets**

- Review annual budgets and recommend their approval (or otherwise) to the Board.
- Monitor spend against forecast and query any significant variance.
- Monitor the school's reserves and promote prudent investment where appropriate.
- Utilise Benchmarking information where available to inform financial key performance indicators.
- Approve any expenditure which exceeds the Headteacher's delegated level of approval (See finance policy for details).
- Approve any contracts which will exceed the Headteacher's delegated level of approval (See finance policy for details).
- Agree the school's insurance policy.
- Approve the school's Finance Policy
- Monitor changes to the school's staffing structure.

### **Staffing**

- Receive proposed staffing structures for the school
- Approve any changes to leadership structures.
- Approve any staff redundancy or early release.
- Review staff attendance information and seek assurances on behalf of the Board that appropriate action is being taken to reduce absence.
- Approve a number of HR related policies (e.g. Capability, Appraisal, Discipline).

### **Pay**

- Monitor and review the school's Pay Policy, ensuring it is statutorily compliant and applied equitably and consistently.
- Constitute a pay sub-committee to include a number of members of the Finance Committee together with the Headteacher. Said sub-committee to ensure pay decisions are fair and in accordance with the Trust's Appraisal Policy.

## **Audit and Risk Committee**

### **Membership**

Minimum of three members. The chair of the committee should be a Non-Executive Board Member with relevant experience. There should be at least one other Non-Executive Board Member on the committee. The CFO and AO can be in attendance but are only there in an advisory capacity, ie to confirm information, offer clarity or explanations as appropriate.

### **Frequency of Meetings**

Minimum of two meetings in each financial year – in the Autumn and Summer Terms. One of these meetings will be attended by the external auditor. Special Meetings can be requested at any time by any three members of the Committee contacting the Clerk. The internal and external audit reports should be shared with the Trust Board at their Board Meetings.

### **Role**

The board and accounting officer (AO) should be supported by an Audit and Risk Assurance Committee with no executive responsibilities, comprising at least three members. The appointments of the auditors and subsequent outcomes of the internal and external audits are reviewed by this committee. The risks of the school should be assessed and monitored using the Risk Register.

## **Internal Control and Risk Management**

### **Internal Audit**

- Advise Members on the appointment, reappointment, dismissal and remuneration of the internal audit service.
- Agree the work programme of the internal audit service.
- Consider the reports of the internal audit service and, when appropriate, advise the Board of material controls issues.
- Monitor the implementation of agreed recommendations relating to internal audit reports.

### **External Audit and Financial Statements**

- Advise Members on the appointment, reappointment, dismissal and remuneration of the external auditor.
- Consider the reports of the external auditors and, when appropriate, advise the Board of material controls issues.
- Monitor the implementation of agreed recommendations relating to the external auditor's management letter.
- Establish, in conjunction with the Trust's Executive, relevant performance measures and indicators, to monitor the effectiveness of the external auditor.
- Review the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the governance statement, consideration of the internal control systems' effectiveness, risk management statements and any relevant issue raised in the external audit management letter.
- Recommend the annual financial statements to the Trust for approval.

### **Risk Management and Internal Control**

- Review the adequacy of the Trust's Risk Management Policy and procedures and regularly review the risk register.
- Monitor the implementation of Risk Management Action Plans.
- Review the content of ESFA investigation reports, along with any guidance on reducing the risk of financial irregularity.

### **Fraud Prevention and Detection**

- Review the Trust's arrangements in respect of whistleblowing and anti-fraud and corruption and make recommendations as necessary.
- Ensure that all allegations of fraud and irregularity are properly followed up and control weaknesses addressed, including being notified of all cases.

## **Headteacher's & Staff Performance Management Panel**

### **Membership**

Chair of Trustees and Corporate Member.

### **Quorum**

As membership

### **Frequency of meetings**

At least one meeting prior to 31 December of each year to review performance and agree targets.

At least one meeting during the year to review progress against targets.

### **Terms of Reference**

- Agree annual performance targets for the Headteacher.
- Review performance against previous targets.
- Monitor progress towards achieving targets.

- Consider recommending pay progression based on performance.

### **Pupil Exclusion(Suspension) / Complaints Panel**

#### **Membership**

**Exclusions** - Any three trustees eligible and available to attend a meeting. They may be from different governing bodies, although at least one should be from the school to which the exclusion or complaint is related.

**Complaints** – Three members, one of which must be independent of the Trust – see the Complaints Policy.

#### **Quorum**

Three members; the Chair should be a member of the school under discussion.

#### **Frequency of meetings**

As required.

#### **Terms of Reference**

- Consider whether to uphold an exclusion or direct the reinstatement of an excluded pupil:
  - where the exclusion is permanent;
  - where there is a fixed period exclusion (suspension) which would bring the pupil's total number of school days of exclusion (suspension) to more than 15 in a term;
  - where there is a fixed period exclusion (suspension) would result in a pupil missing a public examination or national curriculum test so far as reasonably practicable to convene a panel before the date of the examination or test;
  - where requested to do so by the parents if a pupil would be excluded (suspended) from school for more than five school days, but not more than 15, in a single term;
- Review complaints in accordance with the Complaints Policy and direct action as appropriate.