



PRINCE REGENT

STREET TRUST

TERMS OF REFERENCE

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Section 1

1. Introduction

- 1.1 Prince Regent Street Trust is a multi-academy Trust (MAT) based in the Northeast.
- 1.2 The following schools (academies) are currently operated by the Trust:
 - Barley Fields Primary School
 - Hartburn Primary School
 - Kader Academy
 - Oxbridge Primary School
 - Village Primary School
 - Wolviston Primary School
- 1.3 This Terms of Reference sets out the operating arrangements for the six schools within the Trust and their relationship to the Board of Trustees. It also sets out the terms of reference for the permanent committees that are established by the Board of Trustees.
- 1.4 This document should be read in conjunction with the following documents which jointly set out the principles and formal arrangements for the governance of the Prince Regent Street Trust.
 - Articles of Association - set out the constitution of the academy trust specifying the objects, powers and composition of the Members and the Board of Trustees and how they each conduct business.
 - Scheme of Delegation - defines the lines of responsibility and accountability in the MAT and sets out the delegated functions.
 - Code of Conduct for Trustees & Governors
 - Scheme of Financial Delegation (Finance Policy)
- 1.5 The functions, duties and proceedings of committees set out in these Terms of Reference shall also be subject to any regulations made by the Board of Trustees.
- 1.6 The Prince Regent Street Trust Articles of Association set out the operating procedures for the members and trustees and are therefore not repeated in this document.
- 1.7 Any requirement stated in the Articles of Association, the Trust's Funding Agreement, the latest Academy Trust Handbook and the DfE Academy Trust Governance Guide will take precedence over anything set out in this Terms of Reference.

2. Overview of the governance structure

Members

- 2.1 The Members are the signatories to the Memorandum of Association. They are the guardians of the governance of the trust, responsible for oversight of the constitution, changing the articles if necessary and ensuring the charitable object is fulfilled.

- 2.2 The academy trust must have at least 3 members but should have 5 or more. The majority of members should not also be trustees.
- 2.3 The Members appoint the majority of the trustees and can exercise reserve powers to appoint and remove them.
- 2.4 It is important for members to be kept informed by trustees about trust business so they can be assured that the board is exercising effective governance and use their powers to step in if governance is failing. This must include providing the members with the trust's annual audit report and accounts as stated in the Academy Trust Handbook.

Board of Trustees

- 2.5 Prince Regent Street Trust (the "trust") is governed by the Prince Regent Street Trust Board of Trustees (the "trustees") who are also company directors of the trust, registered with Companies House.
- 2.6 The trustees are accountable to the members, the Secretary of State for Education, and the wider community, for the quality of the education received by all pupils of the schools in the trust and for the expenditure of public money. They are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the trust. It may delegate some of its functions to its committees.

Committees

- 2.7 The Board of Trustees has established two different types of committees:
 - **Board committees** which are established to deal with trust-wide matters such as audit, finance, trust improvement, pay and performance management; and
 - **Local governing bodies** which are established by the board to support the effective operation of the schools (**LGBs**). Local governing bodies are committees to which the trustees have chosen to delegate some specific responsibilities. The local governing bodies are established to deliver effective governance in the local context of each school in the multi-academy trust
- 2.8 Each committee is established pursuant to articles 100 to 104 (inclusive) of the Prince Regent Street Trust Articles of Association (the "Articles").
- 2.9 The delegation of responsibilities to each committee is in accordance with the Prince Regent Street Trust Scheme of Delegation. Each committee is accountable to the Board of Trustees of Prince Regent Street Trust.
- 2.10 Each committee is authorised by the Board of Trustees to:
 - Carry out any activity authorised by these Terms of Reference; and
 - Seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to cooperate with any request made.

Board Committees

- 2.11 The trustees have established **three** regular **board committees** and one of these, in accordance with the requirements of the Academy Trust Handbook to have a committee dealing with Finance & Audit is the **Finance & Audit Committee (FAC)**.
- 2.12 The trustees convene ad-hoc committees as required. For example, a Human Resources meetings may be convened as required to support the board with ensuring

- 2.13 the effective management of staff and compliance with employment legislation and monitoring education and standards across the trust.
- 2.14 The terms of reference for an ad-hoc committee will be set by the trust board in accordance with the Articles of Association.

Local Governing Bodies

- 2.15 The trustees have established a **Local Governing Body** (“LGB”) for six of the schools within the trust.
- 2.16 The Local Governing Body provides governance at a local level, closest to the impact of decision-making and with an understanding of each school’s identity and needs.
- 2.17 The following schools have a Local Governing Body established:
- Barley Fields Primary School
 - Hartburn Primary School
 - Kader Academy
 - Oxbridge Primary School
 - Village Primary School
 - Wolviston Primary School
- 2.18 It is the intention of the Trust Board that all schools will have a Local Governing Body.

Forums & Networking Groups

- 2.19 Prince Regent Street Trust operates several forums and networking groups to support the operation of governance within the trust. The forums provide opportunities to:
- build relationships across the trust,
 - engage in open communication, discussion and debate
 - generate new ideas
 - influence policy development
 - consult with groups of stakeholders

The forums include:

- The Chairs’ Forum
 - The Headteachers' Board
- 2.20 Networking groups will vary in accordance with trust initiatives and developmental needs, but may include:
- Subject leadership networks
 - Special Education Needs Coordinator networks

- Senior leader networks, e.g. Deputy/Assistant Headteachers and those with nominated responsibilities such as Pupil Premium Group (PPG) leads

The Chief Executive Officer (CEO) and Executive Team

- 2.21 The Board of Trustees has delegated responsibility to the CEO for the operation of the trust including the performance of the trust's schools. The CEO is the accounting officer so has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.
- 2.22 The CEO may delegate the discharge of functions to the Executive Team.
- 2.23 Members of the Executive Team are invited to attend board meetings at the request of the trustees.

3. Delegation of responsibilities

- 3.1 The delegation of responsibilities to individuals and committees of the Board of Trustees (including the LGBs) is in accordance with the **Prince Regent Street Trust Scheme of Delegation** (separate document).
- 3.2 The Board of Trustees may vary the terms of reference, constitution and/or scheme of delegation for individuals and committees (including the LGBs) at any time.
- 3.3 The trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not bound by, the views of individuals, committee members or local governors.
- 3.4 The Board of Trustees, individuals and all committees must comply with relevant statutory guidance and legislation including (but not limited to) the Academy Trust Handbook, the Prince Regent Street Trust Scheme of Delegation, the Prince Regent Street Trust Terms of Reference and the Prince Regent Street Trust Articles of Association. They must also consider safeguarding and equalities implications when undertaking all governance functions.
- 3.5 The Board of Trustees may deem it necessary to install an interim executive board if a school's leadership is underperforming.

4. Monitoring and review

- 4.1 These terms of reference are reviewed annually and approved by the Board of Trustees.
- 4.2 Each committee is free to define its own constitution within the principles set out in these terms of reference and in accordance with the trust's Articles of Association.
- 4.3 A proposal to amend the terms of reference and/or constitution of a committee may be submitted to the Board of Trustees at any time.

Section 2 – Terms of Reference & Constitution

Board of Trustees

5. Purpose

- 5.1 The Board of Trustees is the accountable body for the multi-academy trust.
- 5.2 The Board of Trustees is responsible for the strategic direction, educational performance, financial health, and overall governance of the trust. It has overall responsibility and ultimate decision-making authority for all the work of the trust, including the establishing and running of the schools operated by the trust.
- 5.3 The Board ensures that the trust complies with its charitable objectives, funding agreement, and statutory obligations. It may delegate some of its functions to its committees.
- 5.4 Trustees are accountable to the Members for maintaining robust governance and financial sustainability, in line with the Academy Trust Handbook and Department for Education (DfE) regulations.

6. Legal status

- 6.1 The Board operates in accordance with:
 - The trust's Articles of Association
 - The Academy Trust Handbook (latest edition)
 - The Academy Trust Governance Guide and associated DfE guidance
 - Charity and company law
 - Prince Regent Street Trust Scheme of Delegation
- 6.2 Trustees must comply with the trust's charitable objects, with company and charity law, and with their contractual obligations under the [funding agreement](#). Company directors' duties are described in sections 170 to 181 of the [Companies Act 2006](#). Charity trustees' duties are described in the Charity Commission's [The essential trustee](#) guidance.

7. Membership

- 7.1 The constitution and membership of the Prince Regent Street Trust Board of Trustees is set out in the Articles of Association.
- 7.2 Trustees are appointed based on skills, experience, and commitment to the trust's vision and values.

8. Meetings

- 8.1 In accordance with statutory requirements the Board of Trustees must meet at least three times per academic year. In Prince Regent Street Trust, the Board of Trustees meets three times per academic year as follows:
 - December
 - March
 - July

- 8.2 Additional meetings may be convened as required.
- 8.3 Meetings shall be called by the governance professional to the Board of Trustees. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda, shall be forwarded to each member of the board and any other person required to attend, no later than seven days before the date of the meeting. Supporting papers shall be sent to trustees and other attendees as appropriate, at the same time or as soon as possible before the meeting.
- 8.4 In accordance with the articles of association, any three trustees can, by notice in writing to the governance professional, requisition a meeting of the Board. The governance professional will convene as soon as practicable, giving at least seven clear days' notice of any such meeting.
- 8.5 Where matters are demanding urgent consideration, the chair or, in their absence, the vice-chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- 8.6 Any trustee shall be able to participate in meetings of the Board by telephone or by any suitable electronic means agreed by the Board and by which all those participating in the meeting are able to communicate with all other participants.
- 8.7 A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.
- 8.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on Board of Trustees.

Voting

- 8.9 Every question to be decided at a meeting of the trustees shall be determined by a majority of the votes of the trustees present and voting on the question. Every trustee shall have one vote. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.
- 8.10 A resolution in writing, signed by all the trustees, shall be valid and effective as if it had been passed at a meeting of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
- 8.11 Every matter to be decided at a meeting of the Board of Trustees shall be determined by a majority of the votes of the members of the Board present and entitled to vote on the matter. Every member of the Board shall have one vote. Where there is an equal division of votes, the chair of the meeting shall have the casting vote. A member of the Trust Board may not vote by proxy.
- 8.12 Any trustee who is also an employee of the trust shall withdraw from that part of any meeting where sensitive personnel issues are discussed, e.g. remuneration, individual's personal circumstances.
- 8.13 A resolution in writing, signed by all trustees, shall be valid and effective as if it had been passed at a meeting of the Trust Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
- 8.14 **Quorum:** As defined in the Articles of Association, the quorum is three trustees or one-third

of the total number of trustees, whichever is greater.

Conflicts of interest

- 8.15 Any trustee who has or may have any direct or indirect duty or personal interest (including but not limited to any personal financial interest as defined below) which conflicts or may conflict with their duties as a trustee shall disclose that fact to the Trust Board as soon as they become aware of it. A person must absent themselves from any discussions in which a conflict may arise between their duty to act solely in the interests of the trust and any duty or personal interest (including but not limited to any personal financial gain).
- 8.16 An individual has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the individual or any person living with the individual as their partner, is in the employment of the trust, or is in receipt of remuneration or the provision of any other benefit directly from the trust or in some other way is linked to the trust or the school. Trustees will be asked to sign a 'Related Party Questionnaire' as part of external audit processes.

Minutes of meetings

- 8.17 The governance professional for the Trust Board shall minute the proceedings and decisions of all meetings, including the names of those present and in attendance.
- 8.18 Draft minutes of meetings shall be circulated as soon as possible to all trustees.
- 8.19 The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting and will be presented at that meeting by the chair (or in their absence the vice-chair or another trustees) for approval by the Board.
- 8.20 At every meeting of the Trust Board, the minutes of the last meeting, if agreed to be accurate, shall be signed as a true record
- 8.21 Trust Board meetings will not be open to the public, but minutes shall be made available subject to the redaction of confidential information. Attendees can be invited to attend a meeting where appropriate.
- 8.22 Information relating to a named person or any other matter that the Board considers confidential will not be made available for inspection.
- 8.23 The governance professional for the Board shall ensure that a copy of the agenda for every meeting of the trustees, the draft minutes of every such meeting (if they have been approved by the chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are retained for inspection and audit purposes.
- 8.24 The governance professional for the Board shall ensure that a copy of the approved minutes of each meeting of the trustees is, as soon as is reasonably practicable, made available to the Members on request.

Appointment and duties of the governance professional for the Local Governing Body (LGB)

- 8.25 The governance professional to the Board of Trustees will be appointed by the Board of Trustees in consultation with the local governing body.
- 8.26 The board of trustees will agree on a job description detailing the duties and responsibilities of the governance professional.
- 8.27 In addition to supporting each meeting of the Trust Board, the governance professional will:
- Maintain a register of trustees

- Ensure that trustees complete the Declaration of Interests form on an annual basis
- Ensure that the work of the Trust Board is conducted within and follows statutory guidance and legal requirements

9. Responsibilities

9.1 The responsibilities of the Board of Trustees are as set out below:

Strategic Leadership

- Set and review the trust's vision, values, and strategic priorities.
- Approve the trust's strategic plan and monitor progress.
- Ensure alignment between educational, financial, and operational strategies.

Educational Performance & Pupil Outcomes (including SEND & Safeguarding responsibilities)

- Hold executive leaders to account for the educational performance of all academies.
- Monitor pupil outcomes, curriculum quality, inclusion, and safeguarding.
- Ensure the trust meets its obligations under the Public Sector Equality Duty and delivers on its Equality Objectives.

Financial Oversight

- Ensure the trust remains financially sustainable and compliant with the Academy Trust Handbook.
- Receive and review the management accounts on a regular basis (including monthly for the Chair).
- Approve the annual budget and monitor financial performance.
- Oversee the work of the Finance & Audit Committee and ensure effective internal control and risk management.

Governance and Compliance

- Ensure effective governance structures are in place across the trust.
- Approve the scheme of delegation and committee terms of reference.
- Ensure compliance with legal and regulatory requirements, including data protection, health and safety, and safeguarding.

People and Leadership

- Appoint and appraise the CEO and hold them accountable for trust-wide performance.
- Receive a termly report from the CEO on trust-wide performance.
- Approve the trust's approach to executive pay
- Ensure effective succession planning and leadership development, including for board members.

Risk and Assurance

- Maintain oversight of the trust's risk register and ensure appropriate mitigation strategies are in place, including in relation to health and safety, safeguarding, data protection, AI and cyber security.
- Receive minutes from the Finance & Audit Committee and ensure recommendations are acted upon.
- Ensure the trust has appropriate insurance and contingency arrangements.

Stakeholder Engagement

- Ensure effective communication with parents, pupils, staff, and the wider community.
- Promote the trust's reputation and values.
- Ensure the trust is responsive to stakeholder feedback and concerns.

Link Trustees

9.2 Most link roles are fulfilled by the Local Governing Body where established. The Trust Board has appointed two link trustees in accordance with the Academy Trust Governance Guide:

- Safeguarding (must have a lead)
- Special Educational Needs & Disabilities (should have a lead or committee)

The Trust Board has also appointed a Health & Safety Link Trustee in accordance with their Health & Safety Policy.

10. Delegation

10.1 The Board may delegate functions to committees, the CEO, or local governing bodies, as set out in the Scheme of Delegation.

10.2 The Board retains ultimate accountability for all decisions.

11. Reporting and Evaluation

11.1 The Board will:

- Approve the trust's annual report and financial statements.
- Submit statutory returns to the DfE and Companies House.
- Conduct regular self-evaluation of board effectiveness and commission external reviews as appropriate.

Local Governing Bodies

12. Purpose

- 12.1 The Local Governing Body (LGB) acts as a committee of the Board of Trustees, responsible for overseeing the strategic direction and performance of an individual school within the trust. LGBs implement and monitor policies, hold the headteacher accountable, and engage with the local community. They provide local oversight and support for the school. The Trust Board retains ultimate accountability.

13. Authority

- 13.1 The local governing bodies (LGBs) are responsible to the Board of Trustees. The LGBs carry out their functions concerning their respective school on behalf of the Board of Trustees and in accordance with the policies determined by the Board of Trustees.

- 13.2 The delegation of specific responsibilities is as set out in the Prince Regent Street Trust Scheme of Delegation (separate document).

- 13.3 In areas requiring specific expertise or where an LGB isn't established, some functions typically carried out by a local governor may be carried out by executive staff within the trust or a trustee (e.g. the oversight of safeguarding). Where this is the case, the Board of Trustees will ensure these duties are carried out.

- 13.4 Where the total number of local governors on a Local Governing Body falls below the required number, the Board of Trustees will assume control of LGB responsibilities until such point that LGB membership reaches minimum requirements.

- 13.5 LGBs are established in the following schools:

- Barley Fields Primary School
- Hartburn Primary School
- Kader Academy
- Oxbridge Primary School
- Village Primary School
- Wolviston Primary School

- 13.6 For the avoidance of doubt, where a power is not expressly delegated to any LGB or headteacher it will be deemed to have been retained by the trustees of the Prince Regent Street Trust regardless of whether it is specified in the Scheme of Delegation.

- 13.7 Notwithstanding the application of any provision of these Terms of Reference, if the chair or vice-chair of the LGB believes that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the school, any pupil or their parent/carer or a person who works at the school, then they may exercise any function of the LGB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the headteacher. In cases where the chair or vice-chair has made use of this power, a full report must be made to the LGB in respect of any actions taken or decisions made.

- 13.8 The Local Governing Body carries out the majority of its delegated functions but may delegate to a committee or any person serving on the LGB, such of their powers or functions, as they consider desirable. Any such delegation may be made subject to any conditions either the

trustees or the LGB may impose and may be revoked or altered. The full governing body can still perform the functions it has delegated.

- 13.9 Ad-hoc temporary committees and panels of the LGBs will be constituted to deal with specific issues as required and in accordance with the relevant policy. For example: exclusions and complaints.
- 13.10 Committees may be established and draw members from across local governing boards where necessary. The LGB will determine the constitution, membership and delegated functions and responsibilities of any committee it decides to establish.
- 13.11 Any individual or committee to whom a decision has been delegated must report to the full governing body in respect of any action taken or decision made concerning the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision, subject to any appeals.
- 13.12 In the exercise of its delegated powers and functions, the LGB shall:
- Implement and comply with any policies or procedures communicated to the LGB by the trustees;
 - Work closely with the trustees and act with integrity, objectivity and honesty in the best interests of the Prince Regent Street Trust and school;
 - Be open about decisions and be prepared to justify those decisions;
 - Keep confidential all information of a confidential nature obtained by them relating to the school and the Prince Regent Street Trust.
- 13.13 Without prejudice to the trustees' other rights to remove any governor and the trustees' rights to amend these Terms of Reference at any time, where the trustees have concerns about the performance of an LGB they may amongst other actions:
- require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the trustees;
 - suspend or remove any or all of the matters delegated to the LGB;
 - suspend or remove any or all of the governors of the relevant LGB;

The trustees may require governance action where:

- the school requires improvement under Section 8 of the Education Act 2005;
- the school fails in its duty to operate within the strategic vision and ethos of the trust;
- The school fails in its duty to ensure effective safeguarding provision is in place.

The trustees may vary the matters delegated where:

- the LGB act outside its delegated powers and limitations;
- the LGB are in breach of these Terms of Reference.

14. Membership

- 14.1 Members of the Local Governing Body (LGB) shall be known as “governors”.
- 14.2 Each LGB operating in respect of one school shall, unless the Board of Trustees resolves otherwise, have a minimum of five members and a maximum of twelve members, including the headteacher and one staff member.
- 14.3 The composition of each of the LGBs shall include:
- the headteacher of the school (by virtue of their appointment unless they choose not to be);
 - one staff governor, in addition to the headteacher;
 - three parent governors; and
 - Up to six governors co-opted by members of the LGB.
- 14.4 Each LGB operating in respect of one school shall, unless the Board of Trustees resolves otherwise, have a minimum of five members and a maximum of eleven members, including the headteacher and one staff member.
- 14.5 The procedure for the appointment and the removal of governors shall be as set out below.

Staff governors

- The trustees have delegated the running of staff governor elections and appointments to the headteachers (see the Scheme of Delegation).
- The headteacher shall invite nominations from all staff employed under a contract of employment and, where there are any contested or a greater number of nominations than a vacancy, shall hold an election by a secret ballot.

Parent governors

- The trustees have delegated the running of parent governor elections and appointments to the headteachers (see the Scheme of Delegation).
- Parent governors shall be elected by parents or carers of registered pupils at the relevant school. They must be a parent of, or have parental responsibility for, a pupil at the relevant school at the time when they are elected.
- Where a vacancy for a parent governor arises the headteacher shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate and vote at the election, and given an opportunity to do so.
- Any election of parent governors which is contested shall be held by secret ballot. The arrangements made for the election of parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the school by a registered pupil at the school.
- Where the number of parents appointed is less than the number of vacancies or if there are no nominations, the governors may appoint a person who is the parent of a registered pupil at the school or, where it is not reasonably practical to do so: a person who is the parent of a registered pupil of another school run

by the trust, or a parent of a child of mandatory school age.

Co-opted governors

- Co-opted governors of the LGB shall be appointed by the LGB. They must be: a person who offers a set of skills required by the LGB; or a person who lives or works in the community served by the school; or a person who, in the opinion of the governors, is committed to the governance and success of the school.
- The governors may appoint an employee of the trust as a co-opted governor if they consider it is to the benefit of the school and any conflict of interest is managed effectively.

Associate governors

- Associate governors can be appointed by the LGB to provide specific skills and advice to the LGB and/or committees of the LGB. They may attend meetings of the LGB and may participate in any discussions that take place at these meetings. However, associate governors do not have the right to vote at meetings of the LGB.

- 14.6 The trustees retain the right to appoint such persons to the LGB as they shall determine from time to time.
- 14.7 Except for the headteacher, members of the LGB will serve for four years and will be eligible for re- appointment or re-election at the end of that term. The headteacher is a staff governor and is entitled to hold a governance position by virtue of their role until such times as it ceases.
- 14.8 A person serving on the LGB shall cease to hold office if:
- they resign from office by giving notice in writing to the governance professional of the LGB;
 - they are the headteacher or a staff governor and cease to work at the school;
 - the trustees terminate the appointment of a governor whose presence or conduct is deemed by the trustees, at their sole discretion, not to be in the best interests of the Prince Regent Street Trust or the school.
- 14.9 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the school.
- 14.10 A person shall be disqualified from serving on the LGB if they would not be able to serve as a trustee under the Articles of Association.
- 14.11 The minutes of all meetings should record the consent or otherwise to the absence of any governor. Any governor (except the headteacher) failing to attend LGB meetings for a continuous period of six months without the consent of the LGB will be disqualified as a governor at the school.
- 14.12 The Board of Trustees has the authority to remove any governor from office under the Articles of Association and the Terms of Reference.
- 14.13 The appointment of the chair of the LGB shall be approved by the trustees and they may be removed from office by the trustees at any time.
- 14.14 The responsibility for the appointment of the vice-chair of the LGB is delegated to the LGB. The vice- chair may be removed from office by the trustees at any time.
- 14.15 Responsibility for the appointment of the chair and vice-chair for any committee formed by the LGB rests with that committee.

- 14.16 Neither the headteacher nor staff governors will be eligible for appointment as chair or vice-chair of the LGB.
- 14.17 At the first meeting of the LGB in the Autumn Term, the governors will, by ordinary resolution (a show of hands), agree:
- their nominations to the Board of Trustees for the post of chair of the LGB.
 - the appointment of the vice-chair
- 14.18 If there is more than one candidate for the post of either chair or vice-chair, the governance professional for the LGB will administer a secret ballot to agree the nomination/appointment.
- 14.19 The governance professional to the LGB will submit details of the recommended candidate for the post of chair to the Board of Trustees for approval. The Board of Trustees may, in considering an appointment, request further information from the LGB before making a decision.
- 14.20 The Board of Trustees will consider the recommendations made by each LGB and agree each appointment by ordinary resolution either at the first Board of Trustees' meeting of the autumn term or via email.
- 14.21 If an appointment is not approved, the Board of Trustees will provide feedback to the LGB and request submission of an alternative candidate.
- 14.22 The chair or vice-chair may at any time resign their office by giving notice in writing to the LGB. The chair or vice-chair shall cease to hold office if:
- they cease to serve on the LGB
 - they are an employee of the trust, whether or not at the school; or
 - in the case of the vice-chair, they are appointed to fill a vacancy in the office of the chair
- 14.23 If a vacancy for the post of chair arises during the academic year, the LGB will appoint a temporary replacement from amongst their number and make a recommendation to the Board of Trustees (as set out above) for an appointment for the remainder of the academic year until the annual appointment process is completed.
- 14.24 The chair and vice-chair will serve for a period of one year and shall hold office until a successor has been appointed.
- 14.25 The chair and vice-chair may be re-appointed for further terms of office. However, in line with DfE recommendations, where practicable, the chair of governors in each school should serve for a maximum of two terms of office (8 years,) to assist with sharing expertise across the governing body.

15. Meetings

The **Local Governing Body** shall hold at least three but no more than five full governing board meetings in each academic year as follows:

- Five full governing body meetings, including two in the Autumn term, two in the Spring term and one in the Summer term.
 - The first meeting of the academic year will be set aside for governance and compliance.
- 15.1 Additional meetings may be convened as required, for example to engage in training and development or consider specific aspects of school life.

- 15.2 Meetings shall be called by the governance professional to the LGB. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda, shall be forwarded to each member of the LGB and any other person required to attend, no later than seven days before the date of the meeting. Supporting papers shall be sent to members of the LGB at the same time or as soon as possible prior to the meeting.
- 15.3 In accordance with the articles of association, any three governors can, by notice in writing to the governance professional, requisition a meeting of the LGB. The governance professional will convene as soon as practicable, giving at least seven clear days' notice of any such meeting.
- 15.4 Where matters are demanding urgent consideration, the chair or, in their absence, the vice-chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- 15.5 Any governor or invitee shall be able to participate in meetings of the LGB by telephone or by any suitable electronic means agreed by the LGB and by which all those participating in the meeting are able to communicate with all other participants.
- 15.6 A governor so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.
- 15.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the committee.

Voting

- 15.8 Every question to be decided at a meeting of the governors shall be determined by a majority of the votes of the governors present and voting on the question. Every governor shall have one vote. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.
- 15.9 A resolution in writing, signed by all the governors, shall be valid and effective as if it had been passed at a meeting of the LGB duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.
- 15.10 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. Where the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.
- 15.11 **Quorum:** The quorum for a meeting of the Local Governing Body, and any vote on any matter, shall be 50% (rounded up to a whole number) of the total number of governors holding office on the Local Governing Body at the date of the meeting. Where the headteacher is a governor, they count towards the quorum. If a governor is attending a meeting virtually over the phone or via video link they count towards the quorum and can vote.

Conflicts of interest

- 15.12 Any member of a LGB who has or may have any direct or indirect duty or personal interest

(including but not limited to any personal financial interest as defined below) which conflicts or may conflict with their duties as a member of the LGB shall disclose that fact to the LGB as soon as they become aware of it. A person must absent themselves from any discussions in which a conflict may arise between their duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any personal financial interest).

- 15.13 An individual has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the individual or any person living with the individual as their partner, is in the employment of the trust, or is in receipt of remuneration or the provision of any other benefit directly from the trust or in some other way is linked to the trust or the school. Governors and trustees will be asked to sign a 'Related Party Questionnaire' as part of the external audit processes.

Minutes of meetings

- 15.14 The governance professional for the relevant LGB shall minute the proceedings and decisions of all LGB meetings, including the names of those present and in attendance.
- 15.15 Draft minutes of meetings shall be circulated as soon as possible to the Chair of the relevant LGB.
- 15.16 The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting and will be presented at that meeting by the chair (or in their absence the vice-chair or another governor) for approval by the LGB.
- 15.17 At every meeting of the LGB, the minutes of the last meeting, if agreed to be accurate, shall be signed as a true record.
- 15.18 LGB meetings will not be open to the public, but minutes shall be made available subject to the redaction of confidential information. Attendees can be invited to attend a meeting where appropriate.
- 15.19 Information relating to a named person or any other matter that the LGB considers confidential will not be made available for inspection.
- 15.20 The governance professional for the LGB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are retained for inspection and audit purposes.
- 15.21 The governance professional for the LGB shall ensure that a copy of the approved minutes of each meeting of the governors is, as soon as is reasonably practicable, made available to the Board of Trustees upon request.

Appointment and duties of the governance professional for the Local Governing Body (LGB)

- 15.22 The governance professional to the LGB will be appointed by the Board of Trustees in consultation with the local governing bodies.
- 15.23 The Board of Trustees will agree on a job description detailing the duties and responsibilities of the governance professional.
- 15.24 In addition to supporting each meeting of the LGB, the governance professional will:
- maintain a register of LGB members and report forthcoming elections/re-elections and existing vacancies to the LGB
 - ensure that members of the LGB complete the Declaration of Interests form on an annual basis

- ensure that the work of the LGB is conducted within and follows statutory guidance and legal requirements

16. Responsibilities

16.1 The responsibilities of the Local Governing Body are as set out below.

Strategic Leadership

The Local Governing Body will:

- Contribute to the development of the vision, ethos and strategic objectives of the trust and the school and ensure delivery.
- Ensure the school promotes the values and ethos of the Trust.
- Analyse specific aspects of each school's educational performance, such as its impact on pupils/learners with SEND, its use of pupil premium and other designated funding grants and performance gaps between different groups of pupils/learners.
- Contribute to the development of the School Improvement/Development Plan, review its effectiveness and monitor the achievement of objectives.
- Update the LGB skills audit annually to help ensure the skills set of governors meets the needs of the school.
- Undertake a self-review of the governing body when required by the Board of Trustees. Good practice is to undertake an annual review.
- Contribute to a 360° review when required.
- Consult with the headteacher regarding school self-evaluation processes and contribute to the process.
- Support the school during an Ofsted Inspection.

Educational Performance & Pupil Outcomes (including SEND & Safeguarding responsibilities)

16.2 The Local Governing Body will:

- Ensure there is an effective framework in place for school improvement.
- Scrutinise predicted and actual educational performance against any Trust and school improvement plans.
- Monitor the attainment and progress of pupils; the quality of teaching and learning; and the range, quality and effectiveness of the curriculum.
- Ensure that statutory requirements are met for the provision of pupils with SEND and the curriculum offer is ambitious.
- Ensure that the statutory requirements for curricular content are being met by the school.
- Monitor attendance, punctuality and behaviour (including exclusions) and each school's impact on developing positive attitudes among pupils/learners.
- Monitor each school's approach to safeguarding, including compliance with requirements in regard to the Single Central Record.
- Monitor the environment in which pupils receive their education.

Financial Oversight

16.3 The Local Governing Body does not have a financial delegation. It does however have a responsibility to:

- Ensure that the school is administering the budget provision for Pupil Premium and Sports Provision and any other school specific grants appropriately and making effective use of the additional funding.

Governance and Compliance

16.4 The Local Governing Body will:

- Ensure compliance with relevant legislation and statutory requirements
- Administer the membership and conduct of the LGB in accordance with the Articles of Association, Scheme of Delegation, Terms of Reference and statutory requirements
- Appoint panels and ad-hoc committees as required (e.g., exclusion panels) in accordance with statutory requirements and trust policies and procedures
- Appoint link governor roles to support monitoring and oversight responsibilities
- Ensure publication on the school website of all required statutory information.
- Contribute to the development of relevant school policies and reports and ensure effective implementation and approve or delegate approval as appropriate.

People and Leadership

16.5 The Local Governing Body will:

- Contribute to the development of the school staffing structure
- Contribute to the development and performance management of the headteacher if requested by the CEO/Board of Trustees
- Advise on the appointment of school staff, excluding the SLT, if requested by the headteacher (e.g., governors may be invited to be part of a selection panel)
- Support the headteacher/trust in grievance, disciplinary and exclusion processes where appropriate.

Risk and Assurance

16.6 The Local Governing Body will:

- Ensure that the statutory requirements for recording, reporting and publishing Pupil Premium and Sports Provision are met
- Ensure the arrangements for collective worship meet statutory requirements
- Ensure that the school is meeting requirements with regard to their statutory responsibilities e.g., attendance, punctuality, discipline.
- Contribute to the development of the admissions criteria and setting the PAN for the school
- Complete the register of business interests and put in place a procedure to deal with any conflicts of interest
- Ensure the safety and well-being of staff and pupils by ensuring that agreed policies and procedures designed to safeguard the school's pupils and staff

are fully implemented

- Ensure that the school is conducted in accordance with the objects of the trust, the terms of any trust governing the use of the land which is used for the purposes of a school, any agreement entered into with the Secretary of State for the funding of the trust and trust policy and procedures
- Contribute to decisions on land acquisitions, disposals, leasehold, rentals and lettings for the school
- Oversee auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment)
- Ensure there is a robust approach to risk management and effective risk management processes are in place.

Stakeholder Engagement

16.7 The Local Governing Body will:

- Ensure effective engagement with stakeholders, especially the school's staff, pupils and their parents/carers and the local community
- Ensure school facilities are available for the benefit of the community where possible.

Link Roles

16.8 Members of the LGB are expected to play an active role in supporting the school and to take on a specific role in relation to an aspect of its work, for example by agreeing to oversee a particular area and/or year group. Some responsibilities are statutory and / or a requirement of the trust's policies therefore, these link governor roles are mandatory. and include:

- Safeguarding (including the Filtering & Monitoring of IT use)
- SEND
- Health & Safety

17. Reporting and Evaluation

17.1 The Local Governing Body will:

- Ensure the minutes of all meetings are available to the Board of Trustees.
- Submit an annual report to the Board of Trustees when requested

The Finance & Audit Committee (FAC)

18. Purpose

- 18.1 The Finance & Audit Committee is a committee of the Board of Trustees. Its purpose is to provide independent assurance to the Board on the effectiveness of the trust's governance, risk management, internal control, and financial reporting frameworks.
- 18.2 In accordance with the requirements of the Academy Trust Handbook, the Finance & Audit Committee is established to:
- advise and aid the Board of Trustees in ensuring sound management of the trust's finances and resources.
 - advise on the adequacy of financial and other controls and risk management arrangements.
 - direct a programme of internal scrutiny.

19. Authority

- 19.1 The Committee is authorised by the Board to:
- Investigate any activity within its terms of reference.
 - Seek any information it requires from officers of the trust.
 - Obtain external professional advice as necessary.
 - Secure the attendance of external advisors with relevant expertise.

20. Membership

- 20.1 Membership of the FAC is as follows:
- A minimum of three trustees who are not also employees of the trust. A majority of the board committee members must be trustees. Employees who are also trustees should not participate as members when audit matters are discussed.
 - The membership of a committee may include associate members, provided that a majority of members of the committee are trustees and there are no conflicts of interest.
 - The board will appoint and remove all committee members.
 - The Board of Trustees will ensure that board committee members have the necessary skills, background and experience to properly fulfil the relevant board committee functions. At least one member should have recent and relevant financial experience and / or training
 - Members of staff or external professionals will be invited to attend meetings as required but will have no voting rights.
 - The accounting officer (CEO) and chief financial officer should attend to provide information and participate in discussions.
 - The Chair of the committee shall be appointed by the committee and must be a trustee. In accordance with the Academy Trust Handbook, the chair of the Board of Trustees must not also be the chair of the FAC

21. Meetings

- 21.1 The Finance & Audit Committee will meet a minimum of three times a year and usually at least four times per year as follows:
- September
 - December (Prince Regent Street Trust AGM – no separate FAC meeting)
 - January
 - June
- 21.2 Additional meetings may be convened as required. In accordance with the Articles of Association, any three board committee members can, by notice in writing to the governance professional, requisition a meeting of the committee. The governance professional will convene as soon as practicable, giving at least seven clear days' notice of any such meeting.
- 21.3 Meetings shall be called by the governance professional to the committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda, shall be forwarded to each member of the committee and any other person required to attend, no later than seven days before the date of the meeting. Supporting papers shall be sent to members of the committee and other attendees as appropriate, at the same time or as soon as possible before the meeting.
- 21.4 Where matters are demanding urgent consideration, the chair or, in their absence, the vice-chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- 21.5 Any committee member shall be able to participate in meetings of the committee by telephone or by any suitable electronic means agreed by the committee members and by which all those participating in the meeting are able to communicate with all other participants. A person so participating shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote.
- 21.6 Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no group which is larger than any other group, where the chair of the meeting is located at that time.
- 21.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the committee.
- 21.8 The committee will elect a temporary replacement from among the members present at any meeting where the chair is absent.

Voting

- 21.9 Every decision to be decided at a meeting of the committee shall be determined by a majority of the votes of the trustees present and voting on the decision. Every trustee shall have one vote.
- 21.10 Where there is an equal division of votes, the chair of the meeting shall have a casting vote

in addition to any other vote they may have.

- 21.11 Any trustee who is also an employee of the trust shall withdraw from that part of any meeting where sensitive personnel issues are discussed, e.g. remuneration, individual's personal circumstances.
- 21.12 A resolution in writing, signed by all the trustees, shall be valid and effective as if it had been passed at a meeting of the committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 21.13 **Quorum:** The quorum for the transaction of the business of the **FAC** shall be a minimum of three committee members entitled to vote. In accordance with the Articles of Association, no vote on any matter shall be taken at a meeting of the committee unless the majority of members of the committee present are trustees.

Conflicts of interest

- 21.14 Any member of a committee who has or may have any direct or indirect duty or personal interest (including but not limited to any personal financial interest as defined below) which conflicts or may conflict with their duties as a member of the committee shall disclose that fact to the committee as soon as they become aware of it. A person must absent themselves from any discussions in which a conflict may arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any personal financial gain).
- 21.15 An individual has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the individual or any person living with the individual as their partner, is in the employment of the trust, or is in receipt of remuneration or the provision of any other benefit directly from the trust or in some other way is linked to the trust or the school. Governors and trustees will be asked to sign a 'Related Party Questionnaire' as part of external audit processes.

Minutes of meetings

- 21.16 The governance professional for the committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 21.17 Draft minutes of meetings shall be circulated as soon as possible to the Chair of the Committee.
- 21.18 The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting and will be presented at that meeting by the chair (or in their absence the vice-chair or another trustee) for approval by the committee.
- 21.19 At every meeting of the committee, the minutes of the last meeting, if agreed to be accurate, shall be signed as a true record
- 21.20 Committee meetings will not be open to the public, but minutes shall be made available subject to the redaction of confidential information. Attendees can be invited to attend a meeting where appropriate.
- 21.21 Information relating to a named person or any other matter that the committee considers confidential will not be made available for inspection.
- 21.22 The governance professional for the committee shall ensure that a copy of the agenda for every meeting of the FAC, the draft minutes of every such meeting (if they have been approved by the chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are retained for inspection and audit purposes.

- 21.23 The governance professional for the committee shall ensure that a copy of the approved minutes of each meeting of the FAC is, as soon as is reasonably practicable, provided at the next Trust Board meeting

22. Responsibilities

- 22.1 The Finance & Audit Committee will fulfil its responsibilities as set out in these Terms of Reference in line with the trust's funding agreement, the Articles of Association, the Scheme of Delegation, the Academy Trust Handbook, and the trust's Finance Policy.
- 22.2 The Finance & Audit Committee will:
- Ensure sound management of the trust's finances and resources including proper planning, monitoring, probity and value for money.
 - Advise the board of trustees on the formulation and implementation of a funding model (including setting the 'top slice') for the trust and schools, a financial management framework, a scheme of financial delegation and Finance Policy and procedures
 - Advise the board of trustees on the adequacy and effectiveness of the trust's governance, risk management, internal control and value for money systems and frameworks.
 - Contribute to the formulation of the trust and each school's strategic plans, through the consideration of financial priorities and proposals, in consultation with the CEO, CFO, and the relevant the headteacher
 - Receive and consider a regular report from the CFO on the trust's performance against key financial indicators and agree any corrective action necessary

Finance and budget management

- 22.3 The Finance & Audit Committee shall consider and advise the board of trustees on the following specific matters:
- Approval of the annual budget and cash flow forecast
 - Approval of the Business Plan and long-term financial forecasts (including the three-year plan for the trust and its schools in advance of submission to the Education & Skills Funding Agency (ESFA)).
 - The monthly management accounts of the trust and its schools, including any proposed actions required to address any adverse variances from the budget plan.
 - The revised forecast of estimated income and expenditure for the full year for the trust and its schools, including any proposed actions required to address any adverse variances from the budget plan.
 - The annual audited financial statements of the trust.
 - The update of trust financial policies
 - Compliance with financial regulations.
 - The consideration of any other matters that could have a financial impact on the trust and its schools.

Internal Scrutiny & External Audit

22.4 The Finance & Audit Committee will:

- Recommend to the board the appointment or reappointment of the internal auditors of the trust
- Oversee the trust's internal scrutiny programme in line with the Academy Trust Handbook.
- Ensure internal scrutiny provides independent assurance on the effectiveness of financial and non-financial controls.
- Review and approve the annual internal scrutiny plan (programme of work) to deliver internal scrutiny that provides coverage across the year. Agree who will perform the work and consider their reports and the trust's progress in addressing recommendations.
- Review the ratings and responses on the risk register to inform the programme of work, ensuring checks are modified as appropriate each year
- Have access to the external auditor, as well as their internal scrutineers
- Receive and consider internal scrutiny reports and monitor implementation of recommendations.
- Advise the trust board and the members on the appointment or reappointment of the external auditor and assess the independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- Ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- Review the external auditors' letter of engagement and annual planning documents and approve the planned audit approach
- Review and consider the circumstances surrounding any resignation or dismissal of the external auditor.
- Review all reports received from the external auditor (e.g. annual reports, management letter), the internal auditor (e.g. annual reports, internal control findings) and other bodies (e.g. the ESFA) and consider any issues raised, the associated management response and action plans. Reports should be referred to the Board of Trustees for information or action
- Regularly monitor outstanding audit recommendations
- Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations.

Risk Management

22.5 The Finance & Audit Committee will:

- Review the trust's risk register at each meeting.
- Ensure all categories of risk (strategic, financial, operational, compliance, reputational) are adequately identified, assessed, and managed.
- Advise the Board on the adequacy of risk management arrangements.
- Review the Trust's insurance arrangements to ensure the maintenance of

adequate insurance cover.

Financial Oversight

22.6 The Finance & Audit Committee will:

- Review critical accounting policies and practices, and any changes in them
- Monitor the integrity of financial statements and reports.
- Review findings from external audits and ensure appropriate follow-up.
- Oversee the appointment and performance of external auditors.

Compliance and Assurance

22.7 The Finance & Audit Committee will:

- Monitor compliance with statutory and regulatory requirements, including health and safety.
- Review whistleblowing policy, procedures and incidents.
- Ensure the trust has adequate fraud prevention and detection systems. Review the trust's policies and procedures for handling allegations of fraud, bribery and corruption.
- Receive reports on the outcome of investigations of suspected or alleged financial impropriety
- Ensure that any significant losses are investigated and reported to the DfE where required.

Estate and Digital Standards

22.8 The Finance & Audit Committee will:

- Monitor progress against the DfE's Estate Management standards.
- Review estate-related risks and ensure alignment with strategic priorities.
- Monitor implementation against the DfE's Digital and Technology Standards.
- Ensure digital risks, including cybersecurity, are appropriately managed.

Cybersecurity, Data Protection, and Artificial Intelligence (AI)

22.9 The Finance & Audit Committee will:

- Oversee the trust's approach to cybersecurity, ensuring robust systems are in place to protect digital infrastructure and sensitive data.
- Monitor compliance with UK GDPR and the Data Protection Act 2018, including data breach reporting and data subject rights.
- Review the trust's use of Artificial Intelligence (AI) and emerging technologies, ensuring ethical use, transparency, and alignment with safeguarding and data protection principles.
- Ensure AI-related risks are identified and managed, particularly in relation to automated decision-making, pupil data, and staff systems.

Asset Management

22.10 The Finance & Audit Committee will:

- Receive reports from the relevant persons on the management of assets including premises and their security.

- Confirm that an asset recording system is in place, including an inventory and fixed asset register for each school.

23. Reporting and Evaluation

23.1 The FAC will:

- The FAC will report key decisions, actions and recommendations to the Board of Trustees as soon as reasonably practicable after each meeting. This is usually a verbal report to the full Trust Board meeting.
- Submit the annual internal scrutiny report to the Board and the Department for Education as required.

The Trust Improvement Committee (TIC)

24. Purpose

- 24.1 The Trust Improvement Committee is a committee of the Board of Trustees. Its purpose is to ensure improvement in academic outcomes across the Trust.
- 24.2 Ensure that the Trust discharges its responsibilities for educational improvement in providing excellent education so that all pupils are able to progress, achieve and to go on to succeed in life, making a meaningful contribution to society.
- 24.3 Advise the Trust Board with respect to Trust strategic educational priorities and key performance indicators.
- 24.4 Provide an overview, scrutiny and challenge of education performance in all schools.
- 24.5 Receive and review reports from the Director of School Improvement regarding education standards and performance of schools, and to hold the Director of School Improvement to account, against the approved strategic priorities and key performance indicators relating to schools' educational performance.
- 24.6 Annually review the performance of Educational Standards.

25. Authority

- 25.1 The Committee is authorised by the Board to:
- Investigate any activity within its terms of reference.
 - Seek any information it requires from officers of the trust.
 - Obtain external professional advice as necessary.
 - Secure the attendance of external advisors with relevant expertise.

26. Membership

- 26.1 Membership of the TIC is as follows:
- A minimum of three trustees, including the CEO, who are not also employees of the trust. A majority of the board committee members must be trustees.
 - The membership of a committee may include associate members, provided that a majority of members of the committee are trustees and there are no conflicts of interest.
 - The board will appoint and remove all committee members.
 - The Board of Trustees will ensure that board committee members have the necessary skills, background and experience to properly fulfil the relevant board committee functions. At least one member should have recent and relevant school improvement experience and / or training
 - Members of staff or external professionals will be invited to attend meetings as required but will have no voting rights.
 - The Director of School Improvement and the Trust Data Analyst should attend

to provide information and participate in discussions.

- The Chair of the committee shall be appointed by the committee and must be a trustee.

27. Meetings

- 27.1 The Trust Improvement Committee will meet a minimum of three times a year as follows:
- October
 - February
 - May
- 27.2 Additional meetings may be convened as required. In accordance with the Articles of Association, any three board committee members can, by notice in writing to the governance professional, requisition a meeting of the committee. The governance professional will convene as soon as practicable, giving at least seven clear days' notice of any such meeting.
- 27.3 Meetings shall be called by the governance professional to the committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda, shall be forwarded to each member of the committee and any other person required to attend, no later than seven days before the date of the meeting. Supporting papers shall be sent to members of the committee and other attendees as appropriate, at the same time or as soon as possible before the meeting.
- 27.4 Where matters are demanding urgent consideration, the chair or, in their absence, the vice chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- 27.5 Any committee member shall be able to participate in meetings of the committee by telephone or by any suitable electronic means agreed by the committee members and by which all those participating in the meeting are able to communicate with all other participants. A person so participating shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote.
- 27.6 Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no group which is larger than any other group, where the chair of the meeting is located at that time.
- 27.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the committee.
- 27.8 The committee will elect a temporary replacement from among the members present at any meeting where the chair is absent.

Voting

- 27.9 Every decision to be decided at a meeting of the committee shall be determined by a majority of the votes of the trustees present and voting on the decision. Every trustee shall have one vote.
- 27.10 Where there is an equal division of votes, the chair of the meeting shall have a casting vote

in addition to any other vote they may have.

- 27.11 Any trustee who is also an employee of the trust shall withdraw from that part of any meeting where sensitive personnel issues are discussed
- 27.12 A resolution in writing, signed by all the trustees, shall be valid and effective as if it had been passed at a meeting of the committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 27.13 **Quorum:** The quorum for the transaction of the business of the **TIC** shall be a minimum of three committee members entitled to vote. In accordance with the Articles of Association, no vote on any matter shall be taken at a meeting of the committee unless the majority of members of the committee present are trustees.

Conflicts of interest

- 27.14 Any member of a committee who has or may have any direct or indirect duty or personal interest (including but not limited to any personal financial interest as defined below) which conflicts or may conflict with their duties as a member of the committee shall disclose that fact to the committee as soon as they become aware of it. A person must absent themselves from any discussions in which a conflict may arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any personal financial gain).
- 27.15 An individual has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the individual or any person living with the individual as their partner, is in the employment of the trust, or is in receipt of remuneration or the provision of any other benefit directly from the trust or in some other way is linked to the trust or the school. Governors and trustees will be asked to sign a 'Related Party Questionnaire' as part of external audit processes.

Minutes of meetings

- 27.16 The governance professional for the committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 27.17 Draft minutes of meetings shall be circulated as soon as possible to the Chair of the Committee.
- 27.18 The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting and will be presented at that meeting by the chair (or in their absence the vice-chair or another trustee) for approval by the committee.
- 27.19 At every meeting of the committee, the minutes of the last meeting, if agreed to be accurate, shall be signed as a true record
- 27.20 Committee meetings will not be open to the public, but minutes shall be made available subject to the redaction of confidential information. Attendees can be invited to attend a meeting where appropriate.
- 27.21 Information relating to a named person or any other matter that the committee considers confidential will not be made available for inspection.
- 27.22 The governance professional for the committee shall ensure that a copy of the agenda for every meeting of the TIC, the draft minutes of every such meeting (if they have been approved by the chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are retained for inspection and audit purposes.
- 27.23 The governance professional for the committee shall ensure that a copy of the approved

minutes of each meeting of the TIC is, as soon as is reasonably practicable, provided at the next Trust Board meeting

28. Responsibilities

28.1.1 The Trust Improvement Committee will fulfil its responsibilities as set out in these Terms of Reference in line with the trust's funding agreement, the Articles of Association, the Scheme of Delegation, the Academy Trust Handbook, and the trust's policies.

28.2 The Trust Improvement Committee will:

- Scrutinise educational achievement within the Trust to ensure the delivery of the Trust strategic priorities
- Hold the CEO, Director of School Improvement and Senior Leadership Teams to account for academic achievement and excellent teaching and learning across the Trust
- Identify any significant changes in performance, emerging trends, and risks in relation to any school or academy within the Trust
- Receive insight and review reports on any Key Performance Indicators (KPIs) determined by the Committee as relevant to their responsibilities
- Receive external national benchmarking data (DfE/Ofsted) for comparison and analysis
- Consider and advise the Board of Trustees on relevant reports by the Department of Education and Ofsted and where appropriate the recommended management response to these
- Consider insight from Local Governing Boards on Stakeholder Engagement, Stakeholder Voice and their Quality Assurance activities which are likely to assist and inform the work of the Committee
- Approve on behalf of the Trust Board the Admissions Policies/Statement for consultation with Local Authorities as required.

29. Reporting and Evaluation

29.1 The TIC will:

- The TIC will report key decisions, actions and recommendations to the Board of Trustees as soon as reasonably practicable after each meeting. This is usually a verbal report to the full Trust Board meeting.

Performance Management & Pay Review Committee (PMPRC)

30. Purpose

- 30.1 The Performance Management & Pay Review Committee is a committee of the Board of Trustees. Its purpose is to support it in its responsibilities for decisions relating to pay in accordance with the approved trust's Pay Policy
- 30.2 Ensure that the Trust discharges its responsibilities for educational improvement in providing excellent education so that all pupils are able to progress, achieve and to go on to succeed in life, making a meaningful contribution to society.
- 30.3 Advise the Trust Board with respect to Trust strategic educational priorities and key performance indicators
- 30.4 Provide an overview, scrutiny and challenge of education performance in all schools
- 30.5 Receive and review reports from the Director of School Improvement regarding education standards and performance of schools, and to hold the Director of School Improvement to account, against the approved strategic priorities and key performance indicators relating to schools' educational performance
- 30.6 Annually review the performance of Educational Standards

31. Authority

- 31.1 The Committee is authorised by the Board to:
 - Investigate any activity within its terms of reference.
 - Seek any information it requires from officers of the trust.
 - Obtain external professional advice as necessary.
 - Secure the attendance of external advisors with relevant expertise.

32. Membership

- 32.1 Membership of the PMPRC is as follows:
 - A minimum of three trustees, who are not also employees of the trust. A majority of the board committee members must be trustees.
 - The membership of a committee may include associate members, provided that a majority of members of the committee are trustees and there are no conflicts of interest.
 - The board will appoint and remove all committee members.
 - The Board of Trustees will ensure that board committee members have the necessary skills, background and experience to properly fulfil the relevant board committee functions. At least one member should have recent and relevant performance management experience and / or training
 - Members of staff or external professionals will be invited to attend meetings as required but will have no voting rights.
 - The CEO should attend to provide recommendations, information and participate in discussions.

- The Chair of the committee shall be appointed by the committee and must be a trustee.

33. Meetings

- 33.1 The PMPRC will meet a minimum of once per year as follows:
- October
- 33.2 Additional meetings may be convened as required. In accordance with the Articles of Association, any three board committee members can, by notice in writing to the governance professional, requisition a meeting of the committee. The governance professional will convene as soon as practicable, giving at least seven clear days' notice of any such meeting.
- 33.3 Meetings shall be called by the governance professional to the committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda, shall be forwarded to each member of the committee and any other person required to attend, no later than seven days before the date of the meeting. Supporting papers shall be sent to members of the committee and other attendees as appropriate, at the same time or as soon as possible before the meeting.
- 33.4 Where matters are demanding urgent consideration, the chair or, in their absence, the vice-chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- 33.5 Any committee member shall be able to participate in meetings of the committee by telephone or by any suitable electronic means agreed by the committee members and by which all those participating in the meeting are able to communicate with all other participants. A person so participating shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote.
- 33.6 Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no group which is larger than any other group, where the chair of the meeting is located at that time.
- 33.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the committee.
- 33.8 The committee will elect a temporary replacement from among the members present at any meeting where the chair is absent.

Voting

- 33.9 Every decision to be decided at a meeting of the committee shall be determined by a majority of the votes of the trustees present and voting on the decision. Every trustee shall have one vote.
- 33.10 Where there is an equal division of votes, the chair of the meeting shall have a casting vote

in addition to any other vote they may have.

- 33.11 Any trustee who is also an employee of the trust shall withdraw from that part of any meeting where sensitive personnel issues are discussed
- 33.12 A resolution in writing, signed by all the trustees, shall be valid and effective as if it had been passed at a meeting of the committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 33.13 **Quorum:** The quorum for the transaction of the business of the **PMPRC** shall be a minimum of three committee members entitled to vote. In accordance with the Articles of Association, no vote on any matter shall be taken at a meeting of the committee unless the majority of members of the committee present are trustees.

Conflicts of interest

- 33.14 Any member of a committee who has or may have any direct or indirect duty or personal interest (including but not limited to any personal financial interest as defined below) which conflicts or may conflict with their duties as a member of the committee shall disclose that fact to the committee as soon as they become aware of it. A person must absent themselves from any discussions in which a conflict may arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any personal financial gain).
- 33.15 An individual has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the individual or any person living with the individual as their partner, is in the employment of the trust, or is in receipt of remuneration or the provision of any other benefit directly from the trust or in some other way is linked to the trust or the school. Governors and trustees will be asked to sign a 'Related Party Questionnaire' as part of external audit processes.

Minutes of meetings

- 33.16 The governance professional for the committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 33.17 Draft minutes of meetings shall be circulated as soon as possible to the Chair of the Committee.
- 33.18 The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting and will be presented at that meeting by the chair (or in their absence the vice-chair or another trustee) for approval by the committee.
- 33.19 At every meeting of the committee, the minutes of the last meeting, if agreed to be accurate, shall be signed as a true record
- 33.20 Committee meetings will not be open to the public and minutes will remain confidential to the committee.
- 33.21 Attendees can be invited to attend a meeting where appropriate.
- 33.22 The governance professional for the committee shall ensure that a copy of the agenda for every meeting of the PMRC, the draft minutes of every such meeting (if they have been approved by the chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are retained for inspection and audit purposes.

33.23 The minutes of each meeting will only be circulated to members of the PMPRC. This is to ensure that the remaining Trustees, who may be required to hear an appeal, remain uninfluenced by the reasoning or decisions recorded in the PMPRC minutes.

34. Responsibilities

34.1.1 The PMPRC will fulfil its responsibilities as set out in these Terms of Reference in line with the trust's funding agreement, the Articles of Association, the Scheme of Delegation, the Academy Trust Handbook, and the trust's policies.

34.1.2 The PMPRC will:

- Review the trust's Pay Policy annually, making recommendations to the Trust Board for amendment where necessary.
- Review the academy pay structure on an annual basis to consider the impact of any changes to nationally recommended pay rates on the academy budget and report to the Trust Board as appropriate.
- Make sure the trust's Appraisal policy is robust and has as little impact as possible on teachers' workloads.
- Ensure that the Appraisal Policy is being implemented effectively and fairly, ensuring objectives and assessments are moderated and quality assured by reviewing sample performance management reviews, targets and procedures.
- Receive a detailed summary analysis of pay awarded at each level and across individual departments and clear indications of where performance pay has not been awarded. The information should include an analysis of gender and other protected groups of staff.
- Ensure pay decisions are fair and equitable, link with the academy appraisal policy and take account of the recommendations of the CEO and, where appropriate, other members of the academy leadership team.
- In accordance with the Pay Policy, determine appropriate pay ranges for all staff employed in the academy, including allowances and temporary recruitment and retention payments where appropriate.
- Review the academy staffing structure specifically in respect to pay differentials for posts in the structure. Maintain an up-to-date staffing structure as an appendix to the Pay Policy.
- Ensure that the trust fulfils its obligations to teachers: reflecting the principles set out in the school teachers' pay and conditions document (STPCD 2025) and the conditions of service for school teachers in England and Wales (commonly known as the Burgundy book).
- Ensure that the trust fulfils its obligations to support staff: reflecting the principles set out in the national joint council for local government services national agreement on pay and conditions of service (Green book)
- To consider and approve recommendations for pay progression for leadership and non-leadership posts
- To consider and approve recommendations for pay progression for the CEO and Executive Team
- Monitor all decisions made by the CEO and Executive Team in relation to pay including policy and the extent to which different groups of teachers progress at different rates, ensuring the Trust's continued compliance with equalities legislation.
- arrangements for the CEO performance appraisal (including a mid- term review, where appropriate).
- Ensure professional external advice is sought where appropriate,

- particularly in respect of salary matters relating to the CEO.
- To agree appraisal objectives with the CEO.
 - To conduct the CEO's appraisal including a mid-year review.
 - To determine whether the outcome of the CEO's appraisal meets the criteria for pay progression in line with the trust's Pay Policy.
 - Ensure that Pay Appeals are managed in line with the trust's pay and appraisal policies.

35. Reporting and Evaluation

- 35.1 The Chair of the PMPRC will report that the meeting has taken place at the next full Board meeting.