



St Paul's CE Academy Trust Membership and Terms of Reference

Reviewed and Adopted: 18th September 2023
Current version as at: 1st March 2024

Academy Trust Membership

2023/2024 Academic Year

Members			
(Diocese – corporate Member)			
Craig Taylor			
Tom Richards			
Jo Wood			
Trustees			
Name	Category	Appointing body	End of office
Hayley Abbott	Parent	Parents	5 th December 2025
Kerry Lakin	Parent	Parents	27 th March 2027
Sukhi Basrai	Parent	Parents	31 st January 2028
Anna McGuire	Principal	Ex-Officio	–
Laura Bridge	Staff	Staff	30 th November 2024
Nicola Hartland	Staff	Staff	27 th March 2027
VACANCY	Foundation ex-offio	Diocese	–
Sarah Bott	Foundation	Diocese	13 th September 2025
Lynne Hickman	Foundation	Diocese	29 th September 2024
Tom Richards	Co-opted	Trust Board	7 th July 2027
Craig Taylor	Co-opted	Trust Board	9 th December 2026
Jo Wood	Co-opted	Trust Board	29 th September 2024
Accounting Officer:	Anna McGuire		
Chief Financial Officer:	Vicky Buckley		
Clerk to the board:	Jenny Bristowe		
Auditors:	Feltons Chartered Accountants		

Chair of trustees: Craig Taylor

Vice Chair of trustees: Tom Richards

Meeting Dates 2023–2024

	Autumn Term	Spring Term	Summer Term
Trust Board	18 th September 2023 11 th December 2023	18 th March 2024	1 st July 2024
Staffing & Finance Committee	3 rd October 2023 21 st November 2023	30 th January 2024 12 th March 2024	21 st May 2024 25 th June 2024
Audit & Risk Committee	3 rd October 2023	30 th January 2024	21 st May 2024
Standards & Achievement Committee	13 th November 2023	4 th March 2024	10 th June 2024
Behaviour & Safety Committee	18 th October 2023	17 th January 2024	1 st May 2024
Pay Committee			26 th June 2024
AGM	11 th December 2023		

Roles and Responsibilities

Trustees must have the skills, knowledge and experience to run the academy trust. Understanding the difference roles will help ensure the trust complies with legal and contractual duties.

Members have a similar role to shareholders of a company limited by shares. They:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up

See individual trust Articles of Association for members powers.

Trustees

Board purpose

The academy trust is the legal entity with the board having collective accountability and responsibility for the academy trust and assuring itself that there is compliance with regulatory, contractual, and statutory requirements.

The academy trust board provides:

- Strategic leadership of the academy trust: the board defines the trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the trust's culture and sets and champions the trust strategy including determining what, if any, governance functions are delegated to the local tier.
- Accountability and assurance: the board has robust effective oversight of the operations and performance of the academy trust, including the provision of education, pupil welfare, overseeing and ensuring appropriate use of funding and effective financial performance and keeping their estate safe and well maintained
- Engagement: the board has strategic oversight of relationships with stakeholders. The board involves parents, schools and communities so that decision-making is supported by meaningful engagement.

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. Trusts should consider the features of high-quality governance as described in the trust quality descriptions. [Commissioning high-quality trusts - GOV.UK \(www.gov.uk\)](https://www.gov.uk/guidance/commissioning-high-quality-trusts)

Academy trusts must not have de facto trustees (defined in appendix 1 of the Charities SORP) or shadow directors (defined in section 251(1) of the Companies Act 2006).

Academy Trust Handbook

The Academies Trust Handbook sets out governance and compliance requirements placed on trusts. Academy trusts must comply with the handbook as a condition of their funding agreement. It provides an overarching framework for implementation of effective financial management and control.

[Academy Trust Handbook - Academy Trust Handbook 2023 - Guidance - GOV.UK \(www.gov.uk\)](https://www.gov.uk/guidance/academy-trust-handbook-2023)

Governance Handbook/Competency Framework for Governance

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook, which describes the following features of effective governance and will aid compliance with the Academies Trust Handbook:

[Governance Handbook October 2020](#)

[Competency Framework for Governance January 2017](#)

Terms of Reference

The board of trustees and its committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management. Board meetings must take place at least three times a year (and business conducted only when quorate).

The board has delegated functions to the committees as detailed. Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The quorum for meetings is specified in the trusts articles of association.

Committees

Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The governance professional to the board will undertake the clerking of the committees.

The committee minutes shall be included as an agenda item for consideration/information at the next meeting of the board of trustees appropriate.

All decisions made by committees with delegated powers should be reported to the next meeting of the board of trustees. If the minutes are not finalised a brief statement of the conclusions reached should be given.

The chair of the committee will be appointed at the first board of trustees/committee meeting of the academic year.

Committees will have delegated powers to approve policies as relevant to that committee.

The board cannot delegate overall responsibility for the academy trust's funds. However, it must approve a written scheme of delegation of financial powers that maintains robust internal controls.

Review of committees and delegation

The board of trustees must review the committee structure, terms of reference for each committee and the membership of each committee on an annual basis.

Virtual meeting arrangements

The board of trustees has approved the use of "virtual attendance" at meetings (approved at trust board meeting on 18th September 2023).

For full details, please refer to the Virtual Governance Policy.

Finance and Staffing Committee

The committee has responsibility delegated by the board of trustees to:

Finance:

- Review/approve all policies relevant to finance and roles of the committee.
- Approve the annual budget and present it to the board of trustees for ratification.
- Approve the budget forecast return outturn (BFRO) and present it to the board of trustees for ratification.
- Receive and review management accounts.
- Ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure.
- Select key financial performance indicators and measure its performance against them regularly, including analysis in its annual trustees' report as explained in the Accounts Direction.
- Ensure that any investment risks are properly managed.
- Approve expenditure and virements of sums over **£5,000**, sums below that amount are delegated to the Principal.
- Assess the financial progress towards achieving the objectives in the school improvement plan.
- Review and approve a written scheme of delegation of financial powers that maintains robust internal controls.
- Publish on trust's website the number of employees whose benefits exceeded £100k, in £10k bandings. The document outlining executive pay levels could be prepared in tandem with the annual report and accounts, and shared with Trustees prior to the accounts and this document being published on the Trust's website.
- Have oversight/approval of special staff severance payments in line with internal financial responsibility.

Procurement

- Ensure that spending has been for the purpose intended and there is probity in the use of public funds.
- Ensure spending decisions represent value for money.
- Ensure internal delegation levels exist and are applied.
- Ensure a competitive tendering policy is in place and applied, and the procurement rules and thresholds in the Public Contracts Regulations 2015 and Find a Tender service are observed.
- Ensure requirements for the tendering process are followed and comply with the EU Procurement Threshold including tender limits for supplies and services and works.
- Ensure professional advice is obtained where appropriate.
- Ensure requirements for managing related party transactions are applied across the trust.
- Ensure that 'at cost' requirements are adhered to.
- Review of leases and contracts.

- Obtain quotations with a view to placing contracts/orders, once the relevant committee has drawn up a specification.

Staffing:

- Review/approve all policies relevant to staffing and roles of the committee.
- Consider applications from staff for variation to contract (secondments, early retirements, leave of absence, reduced working hours etc).
- Ensure all personnel records are held securely.
- Review the staffing structure of the school annually ensuring that it meets the requirements of the curriculum and is in line with the school improvement plan.
- Review staff work/life balance, working conditions and well-being, including the monitoring of absence.
- Implement the appraisal policy and monitor teacher appraisal process.
- Equal Opportunities.
- Establish and maintain rolling programme for Disclosure & Barring Service (DBS) Checks.
- Staff training and CPD.

Any item referred by the board of trustees

Membership

1. Hayley Abbott
2. Anna McGuire
3. Tom Richards
4. Jo Wood

Quorum as per articles of association – 3

Chair of Committee

Hayley Abbott

Clerk

Jenny Bristowe

Audit and Risk Committee

The committee has responsibility delegated by the board of trustees to:

Internal Scrutiny

The committee must

Oversee and approve the trust's programme of internal scrutiny, ensure that risks are being addressed appropriately through internal scrutiny and report to the board on the adequacy of the trusts internal control framework, including financial and non financial controls and management of risks.

The committee must:

- agree a programme of work annually 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
- have access to the external auditor, as well as their internal scrutineers.

Oversight must ensure information submitted to DfE and ESFA that affects funding is accurate and complies with funding criteria.

Whilst the audit and risk committee is responsible for overseeing the internal scrutiny, the findings must also be made available to all trustees promptly.

Internal scrutiny must:

- be independent and objective – for example it must not be performed by members of the senior leadership or finance team
- be conducted by someone suitably qualified and experienced and able to draw on technical expertise, as required
- be timely, with the programme of work spread appropriately over the year so higher risk areas are reviewed in good time
- include regular updates to the audit and risk committee by the internal scrutineer(s) carrying out the programme of work, incorporating:
 1. a report of the work to each audit and risk committee meeting
 2. an annual summary report to the audit and risk committee for each year ended 31 August outlining the areas reviewed, key findings, recommendations and conclusions, to help the committee consider actions and assess year on year progress.

The trust must submit its internal scrutiny summary report to ESFA by 31 December each year when it submits its audited annual accounts. The trust must also provide ESFA with any other internal scrutiny reports, if requested

Trusts must manage and oversee assets, and maintain a fixed asset register, the review of the fixed asset register can be delegated to the committee.

External Audit

Academy trusts must appoint an auditor to give an opinion on whether their annual accounts present a true and fair view of the trust's financial performance and position

(appointment being by the members, other than where the Companies Act permits the trustees to appoint) and, as reporting accountant, provide a regularity assurance conclusion. Trusts should retender their external audit contract at least every five years.

The audited report and accounts must be:

- submitted to ESFA by 31 December
- published on the trust's website by 31 January
- filed with Companies House by 31 May
- provided to every member and to anyone who requests a copy.

The committee must :

- Review the external auditors plan each year
- Review the annual report and accounts
- Review the auditors findings and actions taken by the trusts managers in response to those findings
- Assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor's reappointment or dismissal or retendering.

Report the committee's conclusions annually to the board of trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration.

Any item referred by the board of trustees

Membership

1. Hayley Abbott
2. Tom Richards
3. Jo Wood
4. Anna McGuire – Accounting Officer IN ATTENDANCE
5. – Chief Finance Officer IN ATTENDANCE

(Employees of the trust should not be audit committee members).

Quorum as per articles of association – 3

Chair of Committee (The chair of trustees should not be chair of the audit and risk committee, nor the chair of the Finance Committee. Where the finance committee and audit and risk committee are separate, the chair should not be the same.)	TBC
Clerk	Jenny Bristowe

Standards & Achievement Committee

The committee has responsibility delegated by the board of trustees to:

- Review/approve all policies relevant to the curriculum and roles of the committee

Achievement:

- Review information on school performance to include ASP & OFSTED data dashboard.
- Monitor and review school targets.
- Monitor and review in year progress for all year groups and all groups of pupils.
- Compare school performance against national data.
- Reporting to parents according to statutory requirements.
- Monitor achievement for all groups of pupils (inc. pupil premium).
- Monitor pupils work and carry out pupil conversations.
- Monitor school target setting systems and how this is reported to parents.

Teaching and Learning:

- Review data published by DfE ensuring the school is meeting standards.
- Ensure support & action plans are in place for all teachers who are not at least good.
- Monitor and review quality of teaching across the school.
- Monitor teaching for groups of pupils (inc. pupil premium).
- Monitor intervention groups for all groups of pupils.
- Monitor homework arrangements.
- Monitor remote learning arrangements.

Curriculum:

- Ensure the school is meeting national curriculum requirements and review the curriculum policy statement ensuring it meets pupils' needs.
- Monitor and review the curriculum with a focus on basic skills.
- Monitor skills coverage of curriculum in all subjects.
- Parental engagement.
- Review and update SEF (self-evaluation form).
- Monitor and review school improvement plan.
- Monitor how school are developing pupils' spiritual, moral, social and cultural development.

Any item referred by the board of trustees

Membership

1. Sarah Bott
2. Nicola Hartland
3. Anna McGuire
4. Craig Taylor

Quorum as per articles of association - 3

Chair of committee

Sarah Bott

Clerk

Jenny Bristowe

Behaviour and Safety Committee

The committee has responsibility delegated by the board of trustees to:

Premises Health and Safety:

- Review the health and safety policy on an annual basis, amend, develop and review any other health and safety related policies or procedures.
- Establish and review an accessibility plan.
- Review e-safety policy and procedures.
- Receive Health and safety audit, and monitor any action plans that come out of the audit.
- Receive a regular report on accident statistics, near misses, incidents of violence or aggression and any RIDDOR incidents.
- Consider any reports provided by inspectors of the enforcing authority under Health and Safety at work Act or any other relevant enforcement authority.
- Comply with current fire safety legislation and regulations
- Ensure risk assessments are carried out and reviewed on a regular basis.
- Review and approve upcoming offsite activities, ensuring that health and safety planning and risk assessments have been undertaken for them.
- Ensure Fire risk assessment is carried out and reviewed annually, any recommendations identified will be transferred to an action plan which will be monitored by trustees to ensure completion.
- Ensure fire log book is maintained and updated.
- Inspect the school site and buildings to enable maintenance and improvement, including security (site visit). The inspection to be documented and any actions monitored.
- Ensure building related maintenance checks have been carried out at appropriate intervals and actions are monitored until completion. This will include but not limited to:
 - Electronic testing – PAT testing
 - Asbestos (where applicable)
 - Annual gas service
 - Glassing risk assessment
 - Ladder log
 - Playground equipment and gym inspection
 - Lifting equipment
 - Local exhaust ventilation (where applicable)
 - Legionella risk assessment and relevant checks
- Ensure premise log book is being maintained and the premise manager and deputy have attended relevant health and safety training.
- Trustees need to be satisfied that contractors do not pose a health and safety risk whilst on the school premise and should therefore have a system in place to ensure contractors are managed whilst carrying out work on the school premise. The system should identify relevant health and safety information required prior to a contractor coming on site and the process to be followed whilst on site. There should be a procedure for commissioning contractors.

- Consideration should be given to any health, safety and welfare implications posed by new equipment or circumstances.
- Receive reports and audits from health and safety representatives (to include caretaking and cleaning), actions identified should be monitored to completion.
- Monitor the health and safety training that staff and trustees have undertaken and plan any future training required.
- Monitor all safeguarding procedures.
- Keep up to date on any changes in health and safety legislation that may have an impact for the school.
- Review communications and publicity relating to health and safety in the school and where necessary recommend any improvements or changes, how information is communicated and made available within the school.

Behaviour and attendance:

- Challenge pupil number estimates and review these termly.
- Review behaviour and attendance policies.
- Monitor school behaviour
- Review and monitor attendance data against school and national targets.

Any item referred by the board of trustees

Membership

1. Laura Bridge
2. Lynne Hickman
3. Kerry Lakin
4. Anna McGuire

Quorum as per articles of association – 3

Chair of Committee

Lynne Hickman

Clerk

Jenny Bristowe

Staffing Committee

The committee has responsibility delegated by the board of trustees for hearing:	
<ul style="list-style-type: none"> ➤ Staff grievance and discipline (in line with school policies) ➤ Staff dismissal, redundancy and redeployment ➤ Staff capability/management of absence 	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the member of staff 	
Minimum of three members required	
Chair of Committee	To be elected at each meeting
Clerk	

Pupil Discipline Committee

The committee has responsibility delegated by the board of trustees to:	
<p>Consider and decide on the reinstatement of a suspended or permanently excluded pupil within 15 school days of receiving notice of a suspension or permanent exclusion from the headteacher if:</p> <ul style="list-style-type: none"> ➤ • it is a permanent exclusion; ➤ • it is a suspension which would bring the pupil's total number of school days out of school to more than 15 in a term; or ➤ • it would result in the pupil missing a public examination or national curriculum test ➤ Receive and consider any representations lodged by parents of pupils who have been excluded for a fixed term or permanently ➤ Comply with exclusion procedures in accordance with DfE and ESFA guidance 	
Any item referred by the board of trustees	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents or pupils 	
Minimum of three members required	
Chair of Committee	To be elected at each meeting
Clerk	

Complaints Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none">➤ At the relevant stage hear any complaint made under the school complaints procedures <i>Any item referred by the board of trustees</i>	
Membership	
<ul style="list-style-type: none">• To be made up of members who have no awareness of the original incident and are not known personally to the complainant <i>Minimum of three members required</i>	
Chair of Committee	To be elected at each meeting
Clerk	

Appeals Committee

The committee has responsibility delegated by the board of trustees for hearing appeals with regard to:	
<ul style="list-style-type: none">➤ Pay➤ Redundancy➤ Staff grievance➤ Leave of absence – if appropriate➤ Staff dismissal➤ Any Item referred by the full governing board <i>When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision</i>	
Membership	
<ul style="list-style-type: none">• To be made up of members who have no awareness of the original incident and are not known personally to the appellant <i>Minimum of three members required</i>	
Chair of Committee	To be elected at each meeting
Clerk	

Pay Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none">➤ Undertake functions in relation to appraisal and pay progression as determined in the pay policy➤ ensure that decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. The board must discharge its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable.	
<i>Committee to meet once per year in the autumn term</i>	
Membership	
<ol style="list-style-type: none">1. Sarah Bott2. Craig Taylor3. Jo Wood	
<i>Minimum of three members required.</i>	
Chair of Committee	
Clerk	Jenny Bristowe

Principal Appraisal

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none">➤ Meet the external advisor to discuss the Principal's performance targets➤ Decide whether targets have been met and set new targets annually➤ Recommend pay progression to the relevant committee and in accordance with the pay policy➤ Undertake mid-year monitoring of the Head Teacher's performance against targets	
Membership	
<ol style="list-style-type: none">1. Sarah Bott2. Craig Taylor3. Jo Wood	
<i>Minimum of two members required</i>	
Chair of Committee	
Clerk	

Selection Panel

The panel has responsibility delegated by the board of trustees for the:	
<ul style="list-style-type: none">➤ Selection of the head teacher/principal and deputy head teacher/vice principal (Guidance on this process will be provided by your school improvement partner) <p><i>The appointment must always be ratified by the board of trustees.</i></p>	
Membership	
<i>Minimum number of members as per appointment of staff delegations. All members must be available at all stages of the process.</i>	
Chair of Committee	To be elected at each meeting
Clerk	

Annual General Meeting

The AGM must be held annually to:	
<ul style="list-style-type: none">➤ Approve annual report and financial statement for submission to ESFA.➤ Appoint auditors for next financial year.➤ Propose amendments to articles of association (if applicable).➤ Appointment/retirement of members (if applicable).➤ Consider the appointment of trustees (if applicable).	
Membership – as per articles of association	
Clerk	Jenny Bristowe

Special Responsibility Governors

Safeguarding/Child Protection trustee *	Craig Taylor
SEND	Sarah Bott
Health and Safety	Lynne Hickman
Safer Recruitment	Nicola Hartland, Anna McGuire, Jo Wood
Whistleblowing trustee**	Lynne Hickman
Attendance	Hayley Abbott
Literacy	Jo Wood
Maths	Tom Richards
ECT (Early Careers Teacher)	Craig Taylor
Pupil and staff wellbeing	Sarah Bott
Sports Premium	Craig Taylor
Pupil Premium	Craig Taylor
RE	Lynne Hickman
E-safety governor (Filtering & Monitoring)	Jo Wood
Governor training and development	Craig Taylor

**In accordance with Keeping Children Safe in Education 2023 'Governing bodies and proprietors should have a senior board level (or equivalent) lead to take leadership responsibility for their schools or college's safeguarding arrangements.' The DfE have confirmed that this can be a member of staff, but that person must be a member of the board as well (for example, the headteacher or a staff governor) and that this must be a separate person from the DSL, in order to ensure there is sufficient challenge to the organisation's safeguarding arrangements and performance.*

*** In accordance with the Academies Trust Handbook 2023 'The trust should appoint at least one trustee and one member of staff who other staff can contact to report concerns.'*

Items Delegated to an Individual(s)

Delegation of expenditure and virements

That sums below £5,000 be delegated to the Principal.

Disposal of surplus stock

Delegated to Principal with the approval of the chair of the board of trustees.

Delegation of Suspension

That suspension be delegated to the chair of the board of trustees in instances where the head teacher/principal is the person in question or involved in the case. That the chair of the board of trustees be given delegated powers to lift the suspension after taking advice from Human Resources or any other organisation providing the service to the school.

Approval for Expenditure

The chair of the board of trustees or chair of the Staffing and Finance Committee be given approval for expenditure above the set limit prior to the next committee meeting – **only in cases of emergency**

Appointment of Staff (ensure no appointment is carried out by one person alone)

Appointing headteachers and deputy headteachers

The board of trustees has legal responsibility for selecting a headteacher, according to article 107 of the Department for Education's [model articles of association](#).

Appointing other members of staff

The agreed delegations are outlined below:

Lunchtime/Cleaning/Administration Support Staff/Educational Support Staff	<ul style="list-style-type: none">• Principal or Vice Principal• Post Line Manager
Business Manager	<ul style="list-style-type: none">• Principal or Vice Principal• 2 trustees
Teaching Staff	<ul style="list-style-type: none">• Principal• 1 trustee
Senior Management Team* <i>* Head Teacher and Deputy Head Teacher appointments must be ratified by the relevant body.</i>	<ul style="list-style-type: none">• Principal• 2 trustees