

# **HORIZONS SPECIALIST ACADEMY TRUST**

## **Terms of Reference**

**Policy Reviewed and Adopted by Board of Trustees: 3 October 2023**

**Date of Next Review: Autumn term 2024**

**Responsible Officer: Governance Operations Manager**

## **1. RESPONSIBILITIES OF THE TRUST**

The Trustees retain authority and responsibility for the following:-

- 1.1 compliance with the provisions of the Funding Agreements;
- 1.2 preparation and approval of these Terms of Reference under which the Trust is governed and subsequent amendments;
- 1.3 preparation, approval and implementation of all policies, except those delegated to specific committees of the Board;
- 1.4 agreement of the Trust's annual funding, and that to be delegated to individual Academy level, in consultation with the Chief Executive;
- 1.5 compliance with the Academy Trust Handbook including, but without limitation, determination of procurement and finance policies for the Trust;
- 1.6 oversight with regard to the finances of the Trust, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement;
- 1.7 determination of the corporate planning and strategy for the Academies and the Trust;
- 1.8 contribution to and approval of the Trust's Strategic Plan, and monitoring implementation throughout the year;
- 1.9 approval of the Trust's KPIs and areas for development for each academic year;
- 1.10 the determination of the extent of the services provided to the Academies by the Trust and how the costs should be allocated;
- 1.11 set targets each financial year as further detailed in the Master Funding Agreement;
- 1.12 determining any additional financial and reporting targets for the Trust and individual Academies;
- 1.13 as the legal employer of all staff, responsibility for human resource policies and procedures and terms and conditions of service;
- 1.14 appoint the Internal and External Auditors for the Trust;
- 1.15 arrange appropriate insurance policies in respect of the Trust's land and buildings and its activities;
- 1.16 compliance with all statutory regulations and Acts of Parliament governing the operation of the Trust;
- 1.17 determination of the admissions policy and arrangements for each Academy in accordance with admissions law and DfE codes of practice;
- 1.18 determination of the complaints policy and procedures for the Trust;
- 1.19 exercise overall responsibility for the health, safety and welfare of all staff, pupils and visitors to Trust premises and Trust activities;

- 1.20 enter into contracts within the limits specified in the Trust finance policy;
- 1.21 maintenance of the Trust's estate in accordance with the policies established by the Trust;
- 1.22 maintain systems of prudent and effective internal controls in line with the Trust's finance policy.
- 1.23 ensure safeguarding arrangements are in place in all academies and that at least one Trustee has completed safer recruitment training along with the CEO.
- 1.24 attend training as appropriate.

## **2. DELEGATION TO THE CHAIR – CHAIR'S EMERGENCY ACTION**

- 2.1 The Chair, or Vice Chair in the absence of the Chair, to invoke Chair's Emergency Action in order to make a decision where a delay would be seriously detrimental to the interests of the Trust, the academies, pupils, parents or any person working for the Trust.
- 2.2 The decision to take Emergency Action will be reported to Trustees via email and then formally at the next meeting.

## **3. DELEGATION OF RESPONSIBILITIES TO THE CHIEF EXECUTIVE**

The Board of Trustees acknowledge that the following responsibilities have been delegated to the Chief Executive:

- 3.1 Implementing the agreed policies and procedures laid down by the Trust; this includes the implementation of all statutory regulations, provisions within the Education Acts and compliance with the Master and Supplemental Funding Agreements Funding Agreements;
- 3.2 Advising the Trust on strategic direction, forward planning and quality assurance;
- 3.3 The leadership and management of the Trust, and line management of the DCEO, Executive Principal and Principals, and other Trust posts including advising Trustees on setting appraisal targets and performance against appraisal targets;
- 3.4 As Accounting Officer for the Trust and Chief Executive, overall accountability and management of the Trust budget as approved by the Board of Trustees.
- 3.5 Determine the staffing complement for the Trust in line with the Trust Improvement Plans and oversee any staffing reduction or appointment procedures as necessary including consultation with teacher associations and trade unions as appropriate.
- 3.6 Advising the Trust on the appointment of all Leadership posts across the Trust, including the Deputy CEO, Executive Principal and Principals. Leadership posts are those designated on the Leadership pay scale, or a post who will form part of an Academy's senior management team.
- 3.7 Responsibility for performance management of the Deputy CEO, Executive Principals and all Principals.
- 3.8 Consider and approve leadership job descriptions.

- 3.9 In accordance with the Pay Policy, determine appropriate pay ranges for all staff employed within the Trust, including allowances and temporary recruitment and retention payments where appropriate.
- 3.10 To ensure accurate and up to date person specifications and job descriptions are maintained to inform pay decisions where necessary.
- 3.11 To ensure annual pay statements are issued to all staff in accordance with the Trust's pay policy.
- 3.12 Informing the Trust on the appointment of temporary staffing arrangements with additional payments, in line with the Pay Policy.
- 3.13 Responsibility for the appointment of staff where the exigencies of service delivery (eg increased student numbers, individual student need, recognised additional staff workload) demand this.
- 3.14 Delegation of responsibility up to and including dismissal for all staff employed in Trust Academies, other than Principals, which will remain the responsibility of the Trustees.
- 3.15 To consider the approval of leave of absence requests outside of the agreed Special Leave Policy, up to a period of two weeks.
- 3.16 To consider and approve Academy Improvement Plans and SEFs.
- 3.17 To ensure the premises and grounds are maintained to a high standard, and to review the building maintenance plan in order to prepare a list of priorities for maintenance and development and ensure that adequate resources are available.
- 3.18 To consider the relative funding priorities necessary for security, maintenance, repairs and redecoration, and to approve the costs and arrangements within the budget allocation.
- 3.19 And all such additional functions as may be assigned under the job description or contract of employment.

#### **4. CEO / DEPUTY CEO**

- 4.1 The CEO is authorised and responsible for the management of the Trust and its operations by way of delegated authority from the Trustees
- 4.2 The CEO is the head of the executive team and manages the day to day operations of the Trust, its people and resources. The CEO implements the strategy approved by the Trustees and ensures that the Trust's structure and processes meet the strategic and cultural needs of the organisation
- 4.3 In the event that the CEO is not available to make those decisions, that authority is delegated to the Deputy CEO.
- 4.4 For those academies who do not have an appointed statutory Headteacher, the Deputy CEO will act as statutory Headteacher with regard to those functions which cannot be delegated to Principals.

## **5. DELEGATION OF RESPONSIBILITIES TO THE PRINCIPALS**

The Board of Trustees acknowledge that the following responsibilities have been delegated to the Principals:

- 5.1 Implementing the agreed policies and procedures laid down by the Trust; this includes the implementation of all statutory regulations provisions within the Education Acts and compliance with the Master and Supplemental Funding Agreements;
- 5.2 Advising the Academy Councils on all aspects of quality assurance;
- 5.3 The leadership and management of the Academies;
- 5.4 The admission of pupils;
- 5.5 Managing the approved delegated budget for the provisions as identified by the Chief Executive;
- 5.6 Advising the Chief Executive on the appointment of all staff other than Leadership posts and (except to the extent directed otherwise by the Trustees and/or the Chief Executive), the salary grading, allocation of duties, and appraisal of all staff;
- 5.7 The maintenance of good order and discipline by the pupils including recommendations for suspension and/or exclusion within the framework laid down by the Board of Trustees
- 5.8 And all such additional functions as may be assigned under the job description or contract of employment.

## **COMMITTEES**

### **Meetings**

The Clerk to the Committee will circulate an agenda and supporting documents for each meeting no later than seven calendar days before each Committee meeting.

Attendance at each Committee meeting, issues discussed and recommendations for decisions will be recorded. The written record will be included on the agenda of the next meeting of the Board.

Only Trustees who are members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a second or casting vote.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the committee, the Chair of Board, in consultation with the Chief Executive and Chair of the Committee, will take appropriate action on behalf of the Committee in line with the Chair's Emergency Action Procedures. Alternatively, if the situation allows, an extraordinary meeting will be called outside the required notice period.

The Committee Chairs will meet with the Chair of the Board and Chief Executive annually to plan the work of each Committee in relation to the Trust's improvement plans and other issues.

## **6. RESOURCES & AUDIT & RISK COMMITTEE**

### **Purpose of the Committee**

To assist the decision making of the Trust Board, by enabling more detailed consideration to be given to the best means of fulfilling the Board's responsibility to ensure sound management of the Trust's finances and resources.

To make appropriate comments and recommendations on such matters to the Trust Board on a regular basis on four key areas

- Finance: To ensure sound financial management of the Trust's finances and resources, including proper planning, monitoring and probity in line with the ESFA guidelines and the Funding Agreement.
- Staffing: To review, plan and manage staffing with due regard to financial aspects and in line with the Pay Policy.
- Premises: To ensure sound management of the Trust's premises including maintenance, development and health and safety.
- Audit & Risk: To undertake any activities as necessary to provide assurance to the Trust on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes.

### **Frequency of meetings**

There should be a minimum of four meetings in each academic year, two of which will take place each Autumn Term.

### **Membership and Quorum**

The Chief Executive is an ex-officio member of the Resources & Audit & Risk Committee. At least three other Trustees shall be members of the committee.

Membership shall be agreed on an annual basis at the first meeting of the Trust Board. The Chair of the Committee will be elected by the Committee on an annual basis at the first meeting in the autumn term. No Trustee employed by the Trust will act as Chair to the Committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

The Clerk of the Committee is appointed by the Trust Board and ratified by the committee.

### **Quorum**

- The general quorum is three Trustees who are members of the committee.
- With regard to the *audit/risk* element of the Committee's remit, the CEO is present in an advisory capacity.

### **Terms of Reference; Delegated Functions subject to the restrictions within the Funding Agreement, relevant ESFA guidance and legislation**

#### **Finance**

1. To ensure good financial management and effective internal controls, including compliance with the DfE Academy Trust Handbook and the Charity Commission's guidance to charities and charity trustees

2. To contribute to the formulation of the Trust's improvement plans, through the consideration of financial priorities and proposals, in consultation with the Chief Executive, and within the stated and agreed aims and objectives of the Trust.
3. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Trust improvement plans.
4. To liaise with and receive reports from the other Committees of the Trust Board, as appropriate, and to make recommendations to those Committees about the financial aspects of matters being considered by them.
5. To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Trust Board.
6. To monitor future pupil rolls, provision requirements and income levels.
7. To manage appropriate tendering processes and the awarding of contracts in accordance with the Finance Policy.
8. To consider and recommend acceptance/non-acceptance of the Trust's budget, prior to the start of each financial year, and in line with DfE deadlines, and taking into account any benchmarking data.
9. To agree the taking up of any leasehold or tenancy agreements up to a maximum term of three years.
10. To agree the writing off of any debts and liabilities (except where the prior written consent of the Secretary of State is required) in accordance with the Finance Policy.
11. To appoint bankers and approve banking arrangements including authorised signatories.
12. To establish and agree a Treasury Management Policy and procedure for managing and investing the Trust's cash deposits.
13. To establish and agree a Charging and Remissions Policy.
14. To ensure the Trust has adequate insurance cover to protect against its risks and to comply with statutory requirements including the provision of indemnity insurance to cover the liability of Trustees.
15. To approve disposal of write-off of assets, in accordance with the Assets and Disposals Policy.

### **Staffing**

16. To conduct agreed arrangements for recruitment and selection of all Trust staff except where delegated to the Chief Executive.
17. Agree and oversee the application of the Pay Policy.
18. To set the terms and conditions of service and levels of pay of employees having regard to staff who have TUPE transferred.

19. To consider secondment and early retirement requests (with the exception of the Chief Executive and Principals).
20. To approve leave of absence (where not delegated to the Chief Executive).
21. To consider work/life balance, working conditions and well-being, including the monitoring of absence levels.
22. To receive reports and monitor status of any staffing issues.
23. To review/realign the Individual School Range.
24. To investigate irregularities (other than where the Chief Executive is suspected), conduct personnel procedures regarding suspension/ending of staff contracts including dismissal procedures (except where delegated to the Chief Executive, or if the dismissal relates to the Chief Executive).

### **Premises**

25. To recommend to the Trust a plan for capital expenditure and to implement the plan after approval by the Trust and to monitor expenditure against the plan.
26. To consider any recommendations for disposal of Trust property and make recommendations to the Board and establishing whether the approval of the Secretary of State is required, in line with Academy Trust Handbook requirements.
27. To review, adopt and monitor a health and safety policy.
28. To ensure that health & safety, building inspections and risk assessments are carried out in the prescribed manner and timing and that the risk register is maintained.

### **Audit & Risk**

29. Responsibility for monitoring the adequacy and effectiveness of the appointment, reappointment, dismissal and remuneration of the internal audit service and external auditor's systems of internal control, oversight of its arrangements for governance, control and risk management, and securing value for money.
30. To agree and challenge the scope, objectives and work programme of the internal audit service and to review overall effectiveness and value for money.
31. To consider the reports of the external auditors and internal audit service and, when appropriate, advise the Trust, of material controls issues.
32. To monitor the implementation of agreed recommendations relating to the internal audit reports and the external auditor's management letter.
33. To establish, in conjunction with the Chief Executive, relevant performance measures and indicators, and to monitor the effectiveness of the external auditor.
34. To review the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the governance statement, including consideration of the internal control systems effectiveness, risk management statements and any relevant issue raised in the external audit management letter, including regularity audits.
35. To recommend the annual financial statements to the Trust Board.



36. To establish and review the Trust Risk Management Policy and procedures and to regularly review the Risk Register.
37. To monitor the implementation of Risk Management Action Plans where appropriate.
38. To monitor the adequacy and effectiveness of the confidential reporting policy and procedures and to make recommendations as necessary.
39. To monitor the adequacy and effectiveness of the anti-fraud and corruption policy and procedures and advising the board on any alleged fraud and irregularity in financial and other control systems.
40. To ensure effective co-ordination and value for money between internal audit service and the external auditor appointed to review financial statements.

**To Review/Approve all finance related policies to include but not exclusively;**

- Finance
- Asset and Disposal
- Confidential Reporting
- Anti Fraud, Corruption and Bribery
- Treasury Management
- Risk Management
- Charging and Remissions

**To Review/Approve all HR related policies to include but not exclusively;**

- Appraisal
- Capability
- Code of Conduct
- Dignity At Work
- Disciplinary
- Flexible Working
- Grievance
- Health & Wellbeing
- Leave of absence
- Maternity Provisions
- Pay
- Recruitment and Selection
- Safe Recruitment Practices
- Sickness Management
- Single Equality

**To Review/Approve all premises related policies to include but not exclusively;**

- Health and Safety Policy
- Educational Visits Policy
- Risk Assessment procedures

**Disqualification**

- Any relevant person employed to work at the Trust other than as the Chief Executive, when the subject for consideration is the pay or performance review of any person employed to work at the Trust.
- Any person employed to work for the Trust in a capacity related to financial management.

## **7. PAY REVIEW COMMITTEE**

### **Purpose of the Committee**

To determine all matters/take all decisions relating to pay and related performance of staff to establish and approve a Trust Pay Policy and to monitoring the Policy as necessary.

### **Frequency of Meeting**

There should be a minimum of two meetings in each academic year – two meetings will be held in the autumn term in line with the School Teachers' Pay and Conditions document.

### **Membership and Quorum**

At least three Trustees shall be members of the Committee. Trustees who undertook the CEO's performance review shall not be members.

The quorum is two Trustees.

### **Terms of Reference**

1. To ensure that the Trust Pay Policy is statutorily compliant, including where relevant the School Teachers' Pay and Conditions Document.
2. To annually review staff salaries and consider pay discretions and applications for re-grading.
3. To review the Trust pay structure on an annual basis to consider the impact of any changes to nationally recommended pay rates and reporting to the Board of Trustees as appropriate.
4. To ensure that the Policy is applied equitably and consistently for all staff.
5. To ensure that pay decisions are fair and equitable, link with the Appraisal procedures and take account of the recommendations of the Chief Executive and where appropriate other members of the Leadership Team.
6. For the CEO's pay review, to receive recommendation from the Performance Management Committee with regard to the CEO's pay progression and approve pay progression as appropriate.

## **8. STAFFING COMMITTEE**

### **Purpose of the Committee**

To undertake the Initial, Nominating and Hearing procedures as laid down in the Trust's Staffing Level Management Procedures.

To undertake Hearing procedures for capability, discipline, grievance, attendance, whistle blowing and staff welfare issues.

### **Frequency of Meeting**

As required

### **Membership and Quorum**

Three Trustees shall be members of the Committee.

The Clerk, on behalf of the Trust Board, shall liaise with Trustees in order to seek availability and subsequently appoint three members in order to convene the committee. The Chair of the Committee will be elected by the Committee. No Trustee employed by the Trust will act as Chair

to the committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the Committee meeting.

The Clerk of the Committee is appointed by the Trust Board and ratified by the Committee.

The quorum is two Trustees who are members of the Committee.

## **9. PERFORMANCE MANAGEMENT COMMITTEE**

### **Purpose of the Committee**

To agree and review the objectives of the Chief Executive, (in conjunction with advice from an external adviser and the Chief Executive) and make recommendations for their movement along the pay spine to be confirmed by the Pay Review Committee.

### **Frequency of meetings**

There should be at least two meetings each year, one to be held no later 31 October in order to make a recommendation by 31 December in line with School Teachers' Pay and Conditions Document, and the other to monitor progress against objectives during the year.

### **Membership and Quorum**

The membership shall comprise the Chair of Board of Trustees and one other Trustee. The quorum is two.

In consultation with the CEO, membership shall be agreed on an annual basis at the first meeting of the Trust Board.

### **Terms of Reference**

1. To discuss the Chief Executive's performance objectives.
2. In line with the Trust's Appraisal Policy, decide whether the objectives have been met and to set new targets annually.
3. To monitor through the year the performance of the Chief Executive against the objectives and amend if necessary during the performance management cycle.
4. To make recommendations to the Pay Review Committee with regard to any pay awards with regard to the CEO.

## **10. STANDARDS COMMITTEE**

### **Purpose of the Committee**

To consider and advise the Trust Board on matters relating to the Trust's provision and achievement, and ensure statutory requirements are met.

### **Frequency of meetings**

There should be a minimum of three meetings in each academic year.

### **Membership and Quorum**

The Chief Executive is an ex-officio member of the Standards Committee. At least two other Trustees shall be members of the committee.

Membership shall be agreed on an annual basis at the first meeting of the Trust Board.

The Chair of the Committee will be elected by the Committee on an annual basis at the first meeting in the autumn term. No Trustee employed at by the Trust will act as Chair to the Committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the Trustees present at the committee meeting.

The Clerk of the Committee is appointed by the Trust Board and ratified by the Committee.

The quorum is three Trustees who are members of the Committee.

### **Terms of Reference**

1. To undertake the remit of the Academy Council for any sponsored academy joining the Trust, until such time as the Board agree to appoint an Academy Council.
2. To hold the Academy Councils to account for the performance of all Trust academies.
3. To challenge and monitor academy standards.
4. To consider, review and approve all related policies, and to monitor the implementation of these policies.
5. To monitor achievement towards Trust KPIs throughout the year.
6. To ensure effective use of specific targeted resources across the Trust, eg Sports funding and Pupil Premium.
7. To monitor and evaluate the implementation of the Appraisal procedure/CPD Policy and their effect on the quality of teaching and learning across the Trust through the Annual Professional Learning Impact Report.

## **11. ACADEMY COUNCILS**

- Complex Needs – Abbey Hill Academy and Abbey Hill Academy Sixth Form
- Archway – Archway Academy
- SEMH (Primary) – Green Gates Academy, Mo Mowlam Academy (Primary)
- SEMH (Secondary) – Hollis Academy, Mo Mowlam Academy (Secondary), Westlands Academy
- Woodlands – Woodlands Academy

### **Purpose of the Academy Councils**

To advise the Trust Board, through the Standards Committee, on matters relating to individual academy provision and achievement.

### **Frequency of meetings**

There should be a minimum of four meetings in each academic year (two in the autumn term).

### **Membership and Quorum**

The constitution of the Academy Council will be reviewed on an annual basis at the first meeting of the Trust Board.

Members of Academy Councils will be referred to as 'governors' or 'local governors'.

Membership of each Academy Council will be as follows:

- 2 Parents – elected by parents – term of office 3 years
- 1 Staff – agreed by Executive Leadership Team (ELT) – term of office 1 year

- For academies Ofsted rated RI and below, those who are not rated Good in all Ofsted areas and where deemed appropriate following a Validated Self Evaluation (VSE), 1 Challenge Principal be appointed – agreed by ELT – term of office 1 year
- Up to 3 Co-opted Governors – agreed by the Board - term of office 3 years
- As deemed necessary by the Board of Trustees – a Link Trustee to be allocated to an Academy Council as a direct link to the Board – the Trustee will attend in the capacity as an observer but can fully participate in the meeting
- Academy Principals to present to the Academy Councils
- CEO/DCEO and any Trustee can attend any meeting if they so wish

The Chair of the Academy Council will be elected by the Academy Council on an annual basis at the first meeting in the autumn term. No-one employed by the Trust will act as Chair. In the absence of the Chair, the Academy Council will elect a temporary replacement from among the governors present at the meeting.

The Clerk of the Academy Council is appointed by the Trust Board.

The quorum is three governors who are members of the Academy Council.

### **Terms of Reference**

1. An obligation to ensure high standards in all academies.
2. Through Link Governor visits, and supported by the Trust's Safeguarding Lead / Deputy, review individual academy safeguarding audits on an annual basis and report back to relevant Academy Council
3. Contribute to ensuring systems are in place to ensure quality, safety and good practice.
4. Contribute to ensuring high standards of probity in the management of public funds, in particular securing value for money.
5. To evaluate, monitor and challenge academy standards and outcomes.
6. To evaluate, monitor and challenge Academy Improvement Plans.
7. To evaluate, monitor and challenge the SEFs.
8. To receive Link Governor updates.
9. To evaluate, monitor and challenge outcomes at each Academy level – this includes KPIs updates in relation to safeguarding, ie attendance, suspension/exclusion, racial incidents, SHOSASV, severe absenteeism; parent/student questionnaires and progress data.
10. To monitor and evaluate quality assurance information.
11. To evaluate, monitor and challenge implementation of the curriculum.
12. To evaluate, monitor and challenge learners' experience in one or more academies.
13. To receive verbal updates from School Development Partner visits for one or more academies.

14. To ensure academy website compliance.
15. In conjunction with Trustees, contribute to the estate management strategy which will identify the suitability of building and facilities in the light of long term curriculum needs and the needs for, and availability of, capital investment.
16. Follow policies for all staff, including contracts, terms and conditions as set by Trustees.
17. Contribute to Academy financial priorities.
18. To review the Pupil Premium Strategy Statements and make recommendation to the Standards Committee for approval
19. Monitor and ensure effective use of/impact of specific targeted resources, eg Pupil Premium.
20. To provide input at Academy level as to the need for any unplanned expenditure.

## **12. OTHER COMMITTEES**

Should the need arise for a meeting of the following committees to be convened, then the Clerk, on behalf of the Trust Board, shall liaise with Trustees in order seek availability and subsequently appoint Trustees in order to convene the committee:

- Staff Appeals Committee
- Suspension/Exclusion Committee
- Admissions Committee
- Complaints Committee

The Clerk will ensure that all Committees are constituted in line with statutory requirements.