

AAT Terms of Reference For September 2023-2024

The AURIGA Academy Trust Document Control System	
Name of document	AAT Terms of Reference
Status	APPROVED
Date Approved	12/09/23
Approver	MAT Trust Board
Owner	MAT Trust Board
Author	Chair of Trustees
Anticipated Review date	June 2024
Location	Word - Auriga Team Share/Scheme of delegation PDF – Governors and Trustees/Board/Board Procedures

Please note that all Trust policies are reviewed annually. Should you have any queries regards this policy, note an omission or wish to propose an amendment, please email jadams@aurigaacademytrust.org.uk.

*“The Auriga Academy Trust aims to provide
 outstanding special needs education for the local community close to where our pupils live”*

Terms of Reference – SUMMARY

TRUST

1 BOARD OF TRUSTEES	3
2 AUDIT AND RISK COMMITTEE	5
3 STANDARDS & EFFECTIVENESS COMMITTEE.....	6
4 FINANCE AND RESOURCE COMMITTEE	7
5 PAY COMMITTEE	9

LOCAL GOVERNING BOARD

6 LOCAL GOVERNING BOARDS	10
Safeguarding Governors.....	10
Finance Governors.....	11

This document should be read in conjunction with the Auriga Academy Trust Scheme of Delegation, Agenda Plans and Code of Conduct.

1 BOARD OF TRUSTEES

Purpose

The Board of Trustees is responsible for:

- setting the vision and strategic direction of the Trust ensuring the quality of educational provision within The AURIGA Academy Trust, holding the executive officers and senior school leadership to account by challenging and monitoring the performance of each school within the Trust
- overseeing the financial performance of the Trust in accordance with the Academy Trust Handbook,
- operating the Trust and each school in accordance with the Funding Agreements that have been signed with the Secretary of State
- managing the Trust's resources effectively, including premises, IT, and assets, including disaster recovery/business continuity
- appointing the Headteacher of each school within the Trust
- ensuring that the Trust complies with charity and company law exercising reasonable skill and care in carrying out their duties
- appointing the Chief Executive Officer.

Reserved Decisions

The following are Reserved Decisions whereby the Board of Trustees will make the final decision and authority is not delegated to any Committee or individual:

- Approval of the overall Academy Trust 'Development Plan', based upon the proposals from each school (i.e. the educational, financial, operational objectives for the forthcoming academic year), including any proposed spending of individual school reserves.
- Approval and Monitoring of the Trust Risk Register.
- Approval of the accounts for the previous financial year and Annual Report.
- Formal response to any external inspection of the Trust or any school within it that makes recommendations (which could be Ofsted, Audit, ESFA etc).
- Approval of any changes to staff terms and conditions, and any significant restructuring proposals.
- Approval of any revenue funded contracts worth more than the lesser of £100k or 3% of the General Annual Grant for the school, or where the LGB considers that there are particular implications (such as TUPE, termination clauses etc) that should receive Board approval.
- Approval of any change to the nature of provision at any school (i.e. size, age-range, SEN), including Free School applications and any expansion of the Trust.
- Monitor and review plans for Trust growth, including the process for and outcomes of due diligence on schools that are being considered for joining the Trust and the establishment of new schools.
- Headteacher appointments.
- Scheme of Delegation and Financial Procedures.
- Policies relating to health and safety, child protection / safeguarding, and staffing.

Membership

Up to 12 Trustees* and any co-opted Trustee**

*As set out in **Articles 45 and 46** of the Articles of Association.

As set out in **Article 48 of the Articles of Association

Quorum

Minimum of **3** Trustees, or **one third** the number of total Trustees in position (rounded up) whichever is greater).

As set out in **Articles 117 and 119** of the Articles of Association.

Meetings

At least **3** per year, in accordance with **Article 109** of the Articles of Association.

Terms of Reference

Finance, Audit and Resources

1. To review minutes and reports on finances and financial management of the Trust and its constituent schools from the F&R and A&R Committees, and to consider and, if appropriate, approve their recommendations.
2. Ensure compliance with the Education & Skills Funding Authority's (ESFA) Academies Trust Handbook and the schools funding agreement with the ESFA.
3. To receive and scrutinise each school's annual budget and forecast. *Approval/non-approval of the school's budget will be determined by the Trust Board.*
4. To review and approve updates to financial policies in accordance with the policy review schedule.
5. To review and approve the Trustees' report and financial statements to form part of the annual report and financial statements of the Trust for filing in accordance with Companies Act and Charity Commission requirements.
6. Oversee the procurement of material contracts for services to the school in accordance with the Trust Finance Policy.

Standard and Effectiveness

7. To review minutes and reports on Quality of Education, Behaviour, Personal Development, Safeguarding and School Leadership from the S&E Committee, and to consider and, if appropriate, approve their recommendations.
8. To ensure that effective safeguarding procedures are in place across the Trust
9. To receive an annual safeguarding report from Trust Safeguarding Lead
10. To ensure succession planning is in place at all levels across the Trust.

Terms of Reference- Governance

11. To monitor the performance of the local governing boards (LGBs) and Trust Board, confirming that a process for self-review is in place ensuring that the governance is making sufficient impact and is fit for purpose.
12. To oversee the identification of development needs and organisation of governor and trustee development.
13. To oversee and evaluate the processes for the recruitment induction and training of Governors & Trustees
14. To monitor governor and trustee attendance and ensure that it is duly reported by Governance Professional .

KEY DOCUMENTS

AAT Articles of Association, AAT Scheme of Delegation, Academies Trust Handbook, Governance Handbook, AAT Strategic Plan (5 years), AAT Development Plan (Annual), AAT Risk Register, AAT Policies and Procedures, AAT Annual Accounts, Minutes and Reports from Committees

2 AUDIT AND RISK COMMITTEE

Purpose

The role of the Audit and Risk Committee is to maintain an oversight of the trust's governance, risk management, internal control and value for money framework.

This committee will report its findings annually to the Board of Trustees and the Accounting Officer as part of the Trust's annual reporting requirements.

This committee has no executive powers or operational responsibilities/duties.

Membership

The membership will include a minimum of 4 Trustees none of whom should be Trust employees. Additionally, the CEO, FD will attend meetings in an advisory, non-voting, capacity. The Chair of Trustees will not sit on this committee.

Quorum

Will be 3 trustees. The Chair holds the casting vote.

Meetings

At least termly, more often if required

Terms of Reference

Risk

1. Advise the Board of Trustees on the institution of audit and assurance programmes that they deem to be necessary and appropriate. This programme of work will be derived to meet all statutory requirements and from the Audit Committee's regard of the key risks faced by the Trust, the assurance framework in place and the committee's duty to report to the Board of Trustees.
2. Review all individual school and Trust Risk Registers ensuring appropriate mitigating actions are being implemented and monitoring their effectiveness.

Terms of Reference – Audit

3. Advise the Board of Trustees and Accounting Officer if arrangements for compliance in the areas of Trust's governance, internal control and value for money systems and frameworks are adequate or make recommendations if necessary.
4. Regularly review the ratings and responses on the risk register and report to the board on the effectiveness of risk management.
5. Advise the Board of Trustees on the appointment, re-appointment, dismissal and remuneration of the external and regularity auditor.
6. Advise the Board of Trustees on the need for, and then, where appropriate, the appointment, re-appointment, dismissal and remuneration of, an internal auditor or other assurance provider to ensure that the Trust meets its legal and contractual requirements.
7. Receive reports (annual reports, management letters etc) from the external auditor and other bodies, for example the ESFA and NAO, and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Board or other committee for information and action.
8. Monitor outstanding audit recommendations from whatever source and ensure any delays to implementation dates are reasonable.
9. Reviewing the reports of the Internal and external Auditors on the effectiveness of the financial procedures and controls. These reports must also be reported to the Board.
10. Review the Trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately.
11. Consider any additional services delivered by the external auditor or other assurance provider and ensure appropriate independence is maintained.
12. Meet with the external auditor, without management present, at least annually.
13. Ensure that the audited accounts are filed with Companies House ahead of the statutory deadline.
14. Ensure that appropriate accounting records are maintained and to provide publicly accessible accounts in line with the Statement of Recommended Practice (SORP) for Charities.
15. Ensure that the MAT's accounts are published on the web site and are available to anyone who requests a copy.

KEY DOCUMENTS

Academy Trust Handbook, Academies Accounts Direction ,AAT Risk Register, Internal and External Audit Reports and recommendations, Filings, DfE / ESFA submissions, Annual Accounts

3 STANDARDS & EFFECTIVENESS COMMITTEE

Purpose

The purpose of the Standards and Effectiveness Committee is to:

- support the Board of Trustees in fulfilling statutory duties relating to curriculum, and standards.
- support the Board in monitor the performance of the Trust and its constituent Schools
- support the Board in understanding the unique context of each school whilst ensuring a consistent approach to reporting;
- support the Board in understanding relevant data, including performance, progress, outcomes, behaviour, attendance and other key indicators;
- support the strategic role of the school leadership;
- provide a framework for effective self-evaluation and monitoring;
- support and challenge by linking the work of committees to key priorities in the school and Trust Development Plans.

Membership

The membership will consist of a minimum of 4 Trustees. The CEO will also be in attendance.

Quorum

Will be 3 trustees. The Chair holds the casting vote.

Meetings

At least termly, more often if required

Terms of Reference

Education

1. To establish, monitor and review the risks to the quality of education to the pupils in the Trust schools and the mitigating actions and their impact.
2. Ensure that there is at school level effective monitoring of school, local and national performance data relating to the academies and that achievement and progress is evaluated drawing on data, the self-evaluation document and other reports.
3. To ensure that all learners receive a broad and balanced, inclusive curriculum in line with statutory requirements that meet the stated aims of the Trust and individual Academies
4. To ensure effective challenge on educational performance and academic progress of different groups of pupils to ensure the best possible outcomes for all children.
5. To understand the needs of the individual academies, particularly in relation to the SEND and wider needs of pupils.
6. To ensure appropriate partnerships and systems are in place for moderation both within the individual academies and with wider education partners.
7. To receive reports on the views of pupils on their experiences, learning and achievements and to evaluate the ways in which each school actively responds to pupil views.
8. To receive reports on the views of parents and carers on the curriculum offered by the academies and on pupil progress and achievement, and to ensure that each school actively responds to the views of parents and carers.
9. To ratify all curriculum policies for the Trust that are not delegated to LGBs

Terms of Reference – Community / Membership

10. Oversee the development of any stakeholder forums and their membership.
11. Encourage and facilitate community involvement and engagement in the Trust.
12. To monitor the maintenance of key relationships with all commissioning authorities, education partners and other stake holders..

KEY DOCUMENTS

CEO Report, Curriculum Plans (websites), Monitoring Reports, SIP reports, School Development Plan updates.

4 FINANCE AND RESOURCE COMMITTEE

Purpose

Responsibilities of the Committee are detailed in the Academies Trust Handbook and the Trust Financial Regulations Manual. Subject to the requirements of applicable legislative acts, the purpose of the Finance Committee is:

- To assist the decision making of the Trust Board and its delegated responsibilities, by enabling more detailed consideration to be given to the best means of fulfilling the Trust Board objectives
- To ensure sound financial management of the Trust's finances and resources, including proper planning, monitoring, compliance and probity.
- To establish, monitor and review financial controls, systems, transactions and risks that take place or exist within the Trust.
- Monitoring and reviewing the development of the Trust's workforce.
- Monitoring and reviewing the implementation and effectiveness of the Trust's Human Resources strategies, policies and procedures.
- To make appropriate comments and recommendations on such matters to the Trust Board on a regular basis

Membership

The membership will consist of a minimum of **3** Trustees. The CEO and FD will also be in attendance.

Quorum

Will be 3 trustees. The Chair holds the casting vote.

Meetings

At least half-termly, more often if required

(N.B.The Chair of the Finance Committee will meet monthly with the Finance Director to review the management accounts)

Terms of Reference

Finance

1. To establish and monitor and review the financial risks to the Trust and the effectiveness of their mitigation
2. To ensure compliance with the Education & Skills Funding Authority's (ESFA) Academies Financial Handbook and the schools funding agreement with ESFA.
3. The initial review and recommendation of the annual budget in July. Approval/non-approval of the school's budget will be determined by the Trust Board.
4. To establish, review and maintain balances 3 year budgets and any other financial plans as required.
5. To review and approve any revised budgets in Sept having been updated for actual pupil numbers.
6. The regular monitoring of actual expenditure and income against budget. 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 ESFA, drawing any matters of concern to the attention of the Trust Board.
7. To monitor income generation for the schools in the Trust, including lettings income, grants, fund raising and sponsorship opportunities
8. To review and approve any material virements (changes of allocations between budget headings) and other transactions in accordance with the Trust's Finance Policy and Scheme of Delegation.
9. To review outturn forecasts for the current financial year.
10. To review and monitor cashflow forecasts to ensure the cash position of the Trust is maximised and protected.
11. To review the Balance Sheet and ensuring that all control account reconciliations have been undertaken.
12. To determine the level of reserves and any contingency fund or balances to be held by the Trust and its schools, ensuring the compatibility of all such proposals with the development priorities set out in the Trust Business Plan
13. To understand what risks and opportunities exist in relation to the outturn position.
14. To ensure that each School is either adequately insured or are members of the RPA.
15. Approving the award of contracts As per the limits set out in the Finance Policy.
16. Ensuring that the Annual accounts are produced in accordance with all legal requirements.
17. To ensure the preparation of the Trustees' report and financial statements to form part of the annual report and financial statements of the Trust for filing in accordance with Companies Act and Charity Commission requirements
18. Provide a clear, practical expression of the school's achievement of best value in accordance with the Best Value Policy.
19. To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, and, where appropriate to make recommendations for improvement
20. To review and update all financial policies in accordance with the policy review schedule, including but not limited to the Finance Policy, Charging and Remissions policy, and lettings policy

Terms of Reference – Premises / Health & Safety/ IT

21. To make and review recommendations for the future premises provision, develop an Estate Strategy and receive an annual update .
22. To ensure the development and maintenance of an asset management plan to ensure the development, maintenance and replacement of all physical assets, equipment and facilities of all schools in the Trust, including premises, equipment, land, buildings and depreciating assets are in line with the Business Development Plan and School Improvement Plan, having regard to the Asset Register maintained by the academy.
23. To develop an ICT strategy for the Trust that maximises the use of technology in both administrative and academic settings.
24. To ensure compatibility and integration of computer systems across all schools in the Trust to facilitate maximum efficiency and cohesiveness

Terms of Reference - Staffing

25. To receive Trust wide termly HR reports concerning staffing issues (inc disciplinary and pay progression appeals) at each school and all other school managed provisions within the borough. To include recruitment and retention data, staff attendance sickness and wellbeing of all staff, and include any concerns regards capability and support and interventions required.
26. To review any proposed significant changes in schools staffing structures within budget and liaise with the Chair of the Standards and Effectiveness Committee.
27. Approval of any proposed staffing restructure .
28. To monitor the impact of Trust HR policies and provide recommendations for changes

KEY DOCUMENTS

Academy Trust Handbook, Academies Accounts Direction, Management Accounts, Staffing Structures, Master and Supplemental Funding Agreements

5 PAY COMMITTEE

Purpose

The role of the Pay Committee is to oversee the development and performance of the Trust's workforce and to take decisions on the performance and remuneration of individual Trust staff.

The Board of Trustees has given delegated responsibility to the Pay Committee to:

1. Take decisions on pay and performance of the CEO, the Trust Senior Leadership Team and Headteachers and other staff in accordance with Trust HR policies and procedures

Membership

The membership will consist three Trustees excluding the Chair and CEO and including the Chair of Finance and Resources Committee.

Quorum

Will be 3 trustees. The Chair holds the casting vote.

Meetings

Once per year, more often if required

Terms of Reference

Pay Progression

1. To ratify annual performance progression for teachers (by 31 October at the latest) as set out in the Pay Policy, taking account of any recommendations made by the local governing board & CEO and in accordance with the approved pay policy. Ensuring a consistent approach to appraisal and benchmarking of proposed pay awards has taken place across the Trust, as reported by CEO.
2. To approve applications to move to the Upper Pay Range as recommended by the Local Governing Boards
3. To approve annual pay progression for Head Teachers (by 31 December at the latest), taking account of the recommendation made by the Performance Review Panel, following the annual review.
4. To strategically review the annual pattern of performance pay progression at each level and the correlation between pay progression, quality of teaching and outcomes for pupils and provide update for context to the Standards and Effectiveness Committee
5. To advise each local governing board on current and future pay levels.
6. To review the Pay Policy and make recommendations to the Board at least annually.

Senior Appointments

7. To oversee the organisation of procedures for the appointment of Trust senior staff and Headteachers at the schools. To be undertaken with the support of central Trust HR.
8. HR to ratify appropriate salary ranges and starting salaries for lead practitioners, and members of the leadership group.
9. To propose any changes to the above to the Board of Trustees.

KEY DOCUMENTS

Academy Trust Handbook,.Benchmarking information

6 LOCAL GOVERNING BOARDS

Purpose

Subject to provisions of these Terms of Reference, the Companies Act 2006, the Articles, the Scheme of Delegation and to any directions given by the Trustees, the operations of the school shall be managed by the Local Governing Board ("LGB"), exercising their delegated powers.

Membership

10-12 Governors including 2 parents, one teaching staff, one non teaching staff governor and the HT. As per Operational Procedures.

Quorum

Will be one third (rounded up) of all filled positions on the GB
As per Operational Procedures

Meetings

Five times per year and in addition an annual Strategy Day

Terms of Reference

The Trustees delegate oversight and monitoring to the Local Governing Board to hold the Headteacher to account for providing high quality education for their school, subject to the provisions of the Articles, this Scheme of Delegation and the Reserved Decisions.

Specifically, the LGB is to:

1. within the Trust vision and strategic objectives, determine the educational vision of the school, including, but without limitation, determination of the School Development Plan;
2. develop the aims and objectives of the school, which will be consistent with the wider strategic aims and objectives set by the Trust Board;
3. have a grounded understanding of the quality of provision within the school including plans and actions to improve the standards throughout
4. hold the headteacher and senior leadership to account for the quality of provision and the drive towards school improvement
5. ensure that a broad and balanced curriculum is provided which meets all statutory requirements, including those for reporting, and reflects the needs of the current pupil cohort.
6. monitor the management of the resources of the school, including staff, finance, and premises in accordance with the school development plan, legislation, statutory duties and relevant guidance, and the Trust's overall objectives. This includes being aware of any proposed changes in relation to the pay structure and making recommendations to the Trust.
7. Ensure compliance with statutory regulations and the Funding Agreements.
8. ensure that all statutory duties in relation to Pay and Staff are carried out and that all policies and procedures are appropriately implemented and effective at school level.
9. To ensure that staff are duly notified of all changes to policies impacting on staff and staffing.

Link Governors

Safeguarding Governors

LGBs will identify two Governors to act as **Safeguarding Governors** to take leadership oversight for their school's safeguarding arrangements. These Governors must undertake an appropriate level of training (Safeguarding Level 2 minimum) One or both governors will meet termly with the school DSL and will report back to the Local Governing Board.

The Safeguarding Governors will monitor and evaluate relevant sections of the School Evaluation and will ensure that systems and processes are in place to safeguard all pupils at their School.

1. To champion safeguarding and child protection issues within the school.
2. To review the annual update of School's appendix of the AAT Child Protection Policy and Whistleblowing policy and to monitor the impact of safeguarding policies, including Safer Recruitment and E Safety
3. To monitor and review safeguarding and child protection systems and ensure they are robust and fit for purpose.
4. Ensuring the school has a Designated Safeguarding Lead (DSL) and identified Deputy DSL for dealing with safeguarding issues who have received up to date training in line with current guidance.
5. Meeting with the DSL at least termly.
6. Contributing to the production of the annual report on safeguarding by the DSL and being present at the governors' meeting when it is discussed.
7. Ensuring the school has procedures in place for dealing with allegations of abuse made against staff or volunteers. And in the event of an allegation being made against a member of staff, if not delegated to the chair of governors, participate in confidential discussions about the case with the Head teacher and appropriate MAT officer.
8. To ensure that checks of the Single Central Register are completed regularly and issues arising have been resolved.
9. Review the annual Safeguarding Audit by visiting the school to discuss the recommendations. This will involve agreeing in advance of each visit, with relevant staff, which sections of the audit will be the focus.

10. Preparing an annual safeguarding report to governors, with the DSL and other relevant staff
11. Following up on any action points from the audit to ensure that they have been actioned and providing termly updates to governors.
12. To monitor training for all staff and Governors to ensure it is up to date, relevant and covers all statutory requirements, including Prevent, KCSIE, CSE, FGM etc.
13. To understand the impact of pupil attendance and punctuality in terms of safeguarding.
14. To review the effectiveness of partnerships with other schools, external agencies, and community.
15. To review data on behaviour including exclusions, racist incidents and prevent action, patterns and trends.
16. Ensuring that safeguarding matters are a standing item at the LGB meetings
17. Participating in the termly Safeguarding Link Governor meetings.

Finance Governors

LGBs will identify at least one Governor to act as **Finance Governor** with appropriate skills and knowledge. Finance Link Governors may join the termly Head Teacher & Finance Director meeting to review the management accounts. Monthly management accounts will be circulated to the Finance Link Governor and any queries should be directed to the Headteacher directly advising the Chair if necessary. The Finance Link Governor(s) will be responsible for reporting back to the Local Governing Board.

1. Monitor and review income and expenditure against budgets on a termly basis and ensure compliance with the overall financial plan for the school ensuring full explanations are available. Report to the FGB thereon.
2. Be familiar with all relevant audit reports (internal and external) supporting implementation of any necessary action plans
3. Contribute to the formulation of the school development plan, through consideration of financial priorities and proposals.
4. Note any material virements (changes of allocations between budget headings) and other transactions in accordance with the Trust's Finance Policy and Scheme of Delegation.
5. Review any benchmarking reports that compare the school's financial performance with others, the criteria for benchmarking being determined by the central finance team.
6. Support the exploration of, and agree, income generation for the school, including lettings income, grants, fund raising and sponsorship opportunities and support the work of local PTAs/Parents Associations/Friends in their fundraising activities.

Link Governors for other areas may be appointed by the LGB as they deem necessary.

All other delegated responsibilities will be held by the LGB as a whole.

KEY DOCUMENTS

Scheme of Delegation, AAT Policies and Procedures, Master and Supplemental Funding Agreements, Governance Handbook