

# David Nieper Education Trust



## Scheme of Delegation & Terms of Reference

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### Version Control

<b>Version 1</b>	Approved Spring 2019
<b>Version 2</b>	Reapproved Spring 2020
<b>Version 3</b>	Reapproved Autumn 2021
<b>Version 4</b>	<b>Reapproved Autumn 2022</b>

Signed:	Date:

**Due for review Autumn 2023**

# 1 INTRODUCTION

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This Scheme of Governance, Management and Delegation (the "Scheme") has been made by the Directors (the "Directors") of David Nieper Education Trust (the "Academy Trust") in exercise of the powers conferred on them by Articles 105 and 137 of the Academy Trust's Articles of Association.

The David Nieper Education Trust (the 'Trust') is a registered charity and company limited by guarantee and as such is governed by Members and a Board of Trustees (the "Trustee Board"). The Members have the ultimate decision-making authority, whilst the Board of Trustees have overall responsibility for every aspect of the work of the Trust, including the establishment, operation and well-being of the academies under its jurisdiction. The Trustees must also act in accordance with their responsibilities as set out by the Charity Commission.

At the point of the Trust's inception, and the date of this revision, there is one academy run by the Trust, namely, David Nieper Academy (DNA).

To assist with the discharge of its responsibilities, the Trust will establish a Local Governing Board (LGB) for each of its academies. The LGB shall be a committee established pursuant to Articles 100-101A and 104 of the Trust's Articles of Association (the 'Articles').

The Trustee Board is accountable in law for all major decisions about their academies, however this does not mean that the Trustee Board is required to carry out all the trust's governance functions, and many can and should be delegated. Decisions to delegate a function to an LGB, the CEO, or any committee must be made by the full Board of Trustees and recorded. Without such delegation, the individual or committee has no power to act.

## 2 REVIEW

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The Trustee Board recognises that as the number of academies within their Multi Academy Trust (MAT) grows, the workings of the MAT, both in management and governance, is likely to change. The Scheme of Delegation will therefore be reviewed annually as a recognition of the need to be responsive and adapt to changing circumstances. All changes in the Scheme, and what those changes will mean in practice, will be communicated to those involved in governance.

The scheme may only be amended or revised by the Trustees.

## 3 THE ACADEMY TRUST

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The Academy Trust is responsible for The David Nieper Academy and any further academies that may join in the future (the 'academies').

The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each Academy under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (together, the "Funding Agreement").

The Funding Agreement places several requirements on the Academy Trust including the requirement to comply with the Department for Education's (the "DfE") Academies Financial Handbook (the "Handbook").

The Company Number is 09751853 as per the Trust's Articles of Association.

**Members:**

- Mrs Anne Birch
- Ms Charlotte Bosworth
- Mr William Colacicchi
- Ms Pamela Holland
- David Nieper Ltd (Sponsor)
- Rev P M Pritchard
- Ms Julie Richards

**Chair of the Board of Trustees:** Mr Christopher Nieper OBE

**Accounting Officer:** Dr Kathryn Hobbs – Headteacher (DNA)

**Chief Financial Officer & Clerk to Trustees:** Mrs Wendy Bennett – Head of Finance & Operations (DNA)

## 4 TRUST TERMS OF REFERENCE

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### **4.1 Members**

The obligation on members to meet is set out in the Articles of Association. Additionally, trustees may instruct the members to convene a general meeting at any point, at which trustees may speak but not vote.

Our members have a similar role to the shareholders of a company limited by shares such that they:

- Are signatories to the Articles of Association
- May, by special resolution, amend the Articles of Association subject to any restrictions created by the Trust's funding agreement or charity law
- Have power to appoint trustees as set out in the Articles of Association, and have power under the Companies Act to remove any or all serving trustees
- Appoint the Trust's auditors and receive the Trust's annual audited accounts
- Have the power to change the name of the charitable company and ultimately, wind up the academy trust

Members are not expected to attend Trust Board meetings or sit on performance reviews. Our members are mindful that for robust governance there needs to be a segregation of duties between the individuals who are members and those who are trustees.

The legal minimum quorum for a David Nieper Education Trust Annual General Meeting is two members. This meeting will take place after the annual accounts are finalised each year.

Employees of the Trust cannot be appointed as members.

At least one member will also serve as a Trustee.

#### **4.2 Trustee Board**

The trustees are responsible for the general control and management of the administration of the MAT, are legally responsible for all statutory functions, for the performance of all academies in the Trust, and must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements.

The Trustee Board must carry out the three core governance functions:

- Ensure clarity of vision, ethos and strategic direction
- Hold the CEO to account for the educational performance of the MAT's academies and their pupils, and the performance management of staff
- Oversee the financial performance of the Trust and make sure funding is well spent

Although the Trustee Board has the option to choose to delegate certain powers (subject to the Articles of Association) they cannot give up these duties to a third party (including the members).

No trustee can act on his/her own without proper authority from the Trustee Board.

#### **Trustees**

Mr Christopher Nieper OBE (Chair)

Mr David Ashton

Mrs Anne Birch

Mrs Anne Clayton

Rev Paul M Pritchard

Mr Jerry Sharp

Mr David Plummer

#### **4.3 Local Governing Board (LGB)**

The Local Governing Board (LGB) are the individuals appointed to support and challenge the Headteacher of their Academy. The powers that the LGB have are those that are delegated to them by the Trustee Board, as are formalised in this Trust Scheme of Delegation.

The core function of each LGB is to ensure that the vision and values of the Trust are made appropriate, relevant, and tangible in their Academy.

Whilst David Nieper Academy is the only school in The David Nieper Education Trust, its LGB will meet each term with the Trustee Board at a Joint Board meeting. All Local Governors are appointed by the Trust Board, but this can be from a recommendation from the LGB (e.g. after a Parent or Staff Governor election).

### **Governors at David Nieper Academy**

Dr Kathryn Hobbs – Headteacher

Lisa Howard – Staff Governor

Alison Cope – Community Governor

Nicola Bettison – Parent Governor

Jane Cutts – Parent Governor

Chris Nixon – Staff Governor

All trustees and governors are required to act in accordance with the annually agreed code of conduct as published on the DNA website.

The term of office for any trustee or governor shall be 4 years; this time limit shall not apply to the CEO who will remain an ex-officio trustee while in the role of CEO for the Trust.

Subject to remaining eligible, trustees and governors may be re-appointed or re-elected as below:

- Trustees: Appointed by Members, Trust Board, or Sponsor
- Parent Governors: Elected by parents of the relevant academy
- Staff Governors: Elected by staff of the relevant academy
- Community Governors: Appointed by Trust Board

The Board has an agreed Scheme of Delegation defining the powers and functions that are reserved for the Trust, the board, its committees and local governing body, which is set out in Appendix 1. Any delegated decision must be reported at the next Board meeting, but a decision taken under delegated powers is binding and immediately effective.

The Trustee Board must have an appointed chair and vice chair to serve an agreed term. The vice chair responsibilities can be shared by no more than two trustees; each vice chair's responsibilities being clearly set out on appointment.

Each committee must have a chair (and vice chair if appropriate) elected at their first meeting, to serve an agreed term.

The CEO can attend all meetings of the Trust Board and committees, in some instances in an advisory capacity. As with any member/trustee, the CEO must withdraw from any meeting when an issue is being discussed that directly affects them.

The legal minimum quorum for Board meetings are as stated in the Articles of Association, that the quorum for a meeting of the trustees, and for any vote on items at those meetings, should be any three trustees.

No vote, on any matter, shall be taken by the Board and its committees unless the majority present are trustees. In the event of a tied vote, the Chair of the Board, or Committee Chair, will have the casting vote.

Board meetings will be convened at least four times per year. Reports shall be circulated seven days before the meeting and the papers comprise of:

- CEO (or Headteacher of single academy in Trust) Report
- Any reports relating to agenda items
- Minutes of the previous meeting, actions and outcomes
- Progress on academy improvement plan/ self-evaluation form (SEF)/MAT plans (as required)

#### **4.4 Statutory and Standing Committees**

The Directors and Trustees have agreed the following governance of the Academy Trust and any future Academies joining the Trust. It shall discharge the Trust's statutory duties to ensure compliance with all financial regulations as set out in Terms of reference below.

There are three statutory committees;

- Finance, Audit & Risk Committee – Trust level

This should comprise of at least three trustees, one of whom will be either the Chair or appointed by the Chair. See Appendix 5 for the agreed Terms of Reference.

- Permanent Exclusions Appeals Committee – Academy level
- Staff Disciplinary Appeals Committee – Academy level

These two committees should each comprise of at least three governors, one of whom will be either the Chair or appointed by the Chair. Appendices 3 and 4 give the agreed Terms of Reference.

All other responsibilities are undertaken by Local Governing Boards and their committees. (see Appendix 2)

#### **4.5 Sub Committees (Trust and LGB)**

Subject to the prior agreement of the Academy Trustees, additional sub-committees may be established to comply with relevant legislation.

Each committee's "Terms of Reference" sets out those powers delegated by the Board of Trustees to them.

For the avoidance of doubt, where a power is not expressly delegated to a Local Governing Board (LGB), it will be deemed to have been retained by the Trust regardless of whether it is expressly specified in Appendix 1.

The Appendices may be reviewed by the Trustees at any time but shall be reviewed annually. The Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.

## 5 ROLES AND RESPONSIBILITIES

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The Academy Trust has defined the roles and responsibilities of each person involved in the governance and administration of academy finances as set out in the Handbook to avoid the duplication or omission of functions, and to provide a framework of accountability for governors and staff. The scheme of delegation is detailed in Appendix 1 and the roles & responsibilities are summarised below:

### **Members**

Members have the right to appoint and remove Trustees before the expiration of their term of office.

Members also have the right to amend the Articles of the Trust.

Members receive the annual accounts, but it is the Trustees that approve the accounts once prepared. The members do have the right to appoint the auditors of the Trust.

### **Trustees**

Trustees are responsible for the strategic development and performance of the Trust. The Board of Trustees are legally responsible and accountable for all statutory functions and must approve a written scheme of delegation with financial powers that maintains robust internal control arrangements.

In law the Board and its committees are a corporate body which means no trustee can act on his/her own without proper authority from the Board.

### **Local Governing Board**

The Local Governing Board (LGB) assists the Board of Trustees with discharging its responsibilities.

The LGB will have overall responsibility for their academy's self-evaluation, setting of internal targets and academy action plans. They are also responsible for the curriculum, standards and achievement, the admissions policy and setting term dates. The LGB may delegate responsibility to the academy principal but will retain overall responsibility. The LGB will also engage with stakeholders and be the point of consultation and representation of the academy to the Trust.

### **Chair of the Board of Trustees**

The Chair of the Board (Chair) is a key role in the leadership and management of the MAT.

The Chair will:

- Ensure that the Board sets a clear vision, ethos and strategic direction for the MAT
- Ensure oversight of the financial performance of the academy/MAT and effective use of the academy's resources
- Ensure all trustees understand the role and responsibilities of the Board.

The Chair is pivotal in setting the culture of the Board, and is first among equals, but has no individual power.

The Board is a corporate entity and its power and authority rest with the Board as a whole. Any occasions where the Chair must take sole action in an emergency, this must be reported to the Board as soon as possible.

### **Statutory committees**

As the statutory committees deal with very serious matters, they are separate from other committees and constituted precisely as the regulations and guidance require. The terms of reference for each of these committees are defined as follows:

- Permanent Exclusions Panel (Appendix 3)
- Staff Disciplinary Panel (Appendix 4)
- Finance, Audit & Risk (Appendix 5)

### **Chief Executive Officer**

Lead professional for the Trust, responsible for internal leadership, management and organisation, for advising the trustees and implementing actions in the academy strategic plan. Also, as the accounting officer, has overall responsibility for the operation of the academy financial responsibilities and ensuring financial effectiveness and stability.

### **Chief Financial Officer**

Works with the CEO to ensure financial effectiveness and statutory compliance. Currently includes the role of Clerk to Trustees. All Trust and committee meetings must be clerked by the appointed Clerk unless they are unavailable and then a clerk must be appointed for that meeting. Only when the Chair of the meeting has agreed the minutes will they be issued. The Clerk will record attendance at meetings, issues discussed and recommendation for decisions.

### **Secure access manager**

The role of secure access manager is held by the CEO/ CFO

These individuals are responsible for access to the portals with DfE and ESFA. Further information is on gov.uk (<https://www.gov.uk/government/publications/secure-access-approver-role-guide>)

## **6 REGISTER OF INTERESTS**

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It is important for anyone involved in spending public money to demonstrate that they do not benefit personally from the decisions they make. To avoid any misunderstanding that might arise all academy governors and staff with significant financial or spending powers are required to declare any financial interests they have in companies or individuals from which the academy may purchase goods or services. The register is open to public inspection.

The register should include all business interests such as directorships, share-holdings or other appointments of influence within a business or organisation which may have dealings with the academy. The disclosures should also include business interests of relatives such as a parent or spouse or business partner where influence could be exerted over a governor or a member of staff by that person.



The existence of a register of business interests does not, of course, detract from the duties of governors and staff to declare interests whenever they are relevant to matters being discussed by the governing body or a committee. Where an interest has been declared, governors and staff should not attend that part of any committee or other meeting.

## **7 FINANCIAL PROCEDURES MANUAL**

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The Financial Procedures Manual is prepared by the CEO/CFO and adopted by the Trustees.

The purpose of finance procedures is to ensure that the Academy Trust maintains and develops systems of financial control, which comply with the requirements both of propriety and of good financial management.

## **8 BUDGET APPROVAL**

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The Trustees need to approve the budget for any academies in the Trust. For other information on budget approval, see the Financial Procedures Manual

## **9 INTERPRETATION**

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- Words and expressions defined in Article 1 of the Articles shall have the same meaning in this Scheme unless the context requires otherwise.
- No provision of this Scheme may be inconsistent with or shall repeal anything contained in the Articles of the Academy Trust.
- The Articles of the Academy Trust and any lawful amendment of them shall take precedence in the event of an inconsistency with this Scheme.
- Any reference to a statute includes an amendment or re-enactment of that statute or regulations made under it.

## **10 APPROVED VERSION**

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This Scheme of Delegation was approved and adopted by a resolution of the Trustees passed at a meeting held on 13 December 2021 and takes effect from the same date.

## **11 DATE OF NEXT REVIEW**

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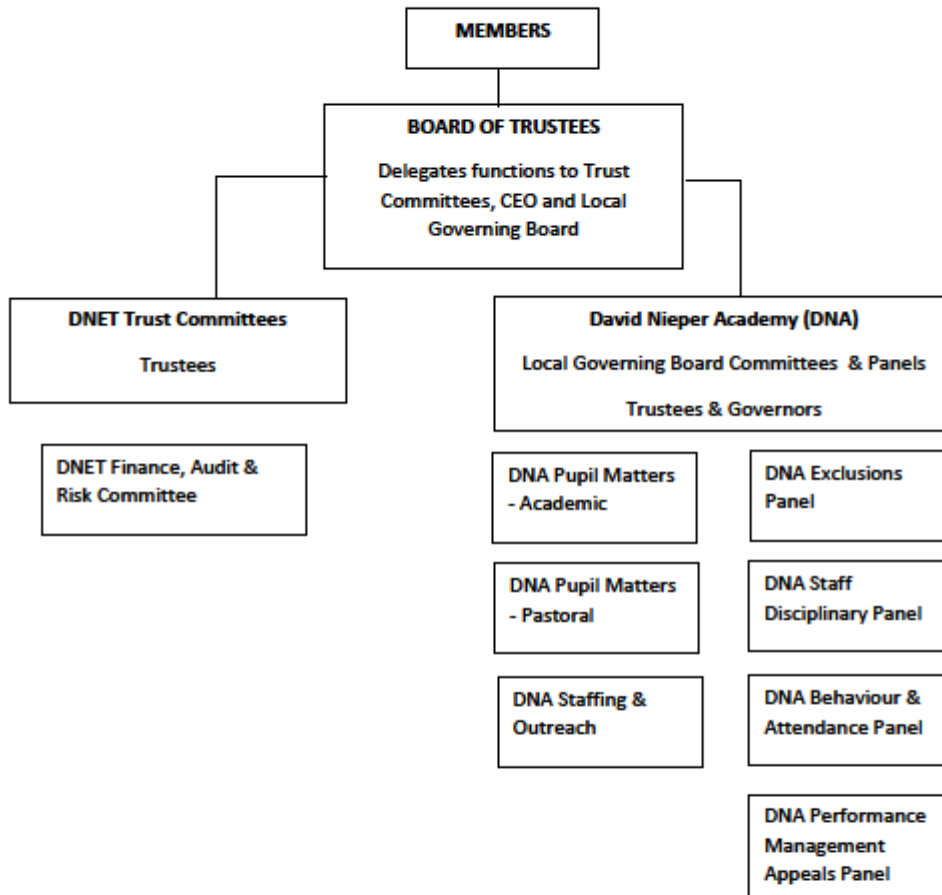
Autumn 2023

**APPENDIX 1 – David Nieper Education Trust Structure (September 2022)**



**David Nieper Education Trust (DNET)**

**Organisation Chart**



## APPENDIX 2 Detailed Scheme of Delegation

### Key

Column 1: Members

Column 2: Board of Trustees of the Multi Academy Trust

Column 3: Trust Board Finance, Audit & Risk Committee

Column 4: Accounting Officer/CEO

Column 5: Local Governing Board

Column 6: Academy Principal

✓ Action to be undertaken at this level

**A** Provide advice and support to those accountable for decision making

<> Direction of advice and support

Area	Decision	Delegation					
		Members	Trust Board	Finance, Audit & Risk Committee	Accounting Officer/ CEO	Local Governing Board	Academy Principal
<b>Governance Framework</b>							
<b>PEOPLE</b>	Appoint/Remove Members	✓					
	Appoint/Remove Trustees	✓	✓				
	Role descriptions for Members	✓					
	Agree role descriptions for Trustees/chair/specific roles/committees		✓		<A		
	Elect Parent Governor/Local Governor					✓	
	Appoint/Remove Trust Board committee chairs		✓		<A		
	Appoint/Remove Local Governing Board chairs		✓		<A		
	Appoint/Remove Clerk to Trustees		✓				
	Appoint/Remove Clerk to Local Governing Board					✓	
<b>SYSTEMS AND STRUCTURES</b>	Review and Agree Articles of Association	✓	<A		<A		
	Establish and review annually the Trust governance structure (committees)		✓		<A		
	Agree annually the terms of reference for Trust Board committees and Scheme of Delegation for Local Governing Board		✓		<A		
	Skills audit: Complete and recruit to fill gaps		✓		<A>	✓	A
	Complete an annual self-review of Trust Board and its Committees		✓				
	Complete an annual self-review of Local Governing Board and its Committees					✓	
	Chair's performance: Carry out 360 review periodically		✓			✓	
	Review annually all Trustee/Local Governor contribution		✓			✓	
	Succession: Plan		✓		<A>	✓	A
	Agree annual schedule of business for Trust Board		✓	✓	<A		
	Agree annual schedule of business for Local Governing Board				A>	✓	A
<b>Reporting</b>							
	Ensure the publication on trust and academy websites of all required details on governance arrangements		✓		<A	✓	A
	Submit to members and publish annual report on performance of the trust		✓		<A		

Area	Decision	Delegation					
		Members	Trust Board	Finance, Audit & Risk Committee	Accounting Officer/ CEO	Local Governing Board	Academy Principal
	Submit the annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money		✓	<A	<A		
	Submit to trust and publish an annual report work of Local Governing Board					✓	A
<b>Being Strategic</b>							
<b>BEING STRATEGIC</b>	Approve trust wide policies which reflect the trusts ethos and values (facilitating discussions with unions where appropriate) to include: Admissions Charging & Remissions Complaints Health & Safety Premises Management Data Protection and Freedom of Information Staffing Policies to include capability, discipline, conduct and grievance		✓	✓	<A		
	Approve academy level polices which reflect the academy's ethos and values to include: Admissions SEND Safeguarding and Child Protection Curriculum & Behaviour				A>	✓	A
	Agree Central Spend/Top slice		✓	<A	<A		
	Management of risk and monitor risk registers		✓	<A	<A		
	Establish risk register, review				A>	✓	A
	Engagement with stakeholders	✓	✓	✓	✓	✓	✓
	Determine the trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured		✓		<A		
	Determine academies vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured				A>	A	✓
<b>Area</b>	<b>Decision</b>	<b>Delegation</b>					

		Members	Trust Board	Finance, Audit & Risk Committee	Accounting Officer/ CEO	Local Governing Board	Academy Principal
	Appoint and Dismiss the Accounting Officer		✓				
	Appoint and Dismiss academy principals		✓		<A	<A	
	Agree budget plan to support delivery of trust key priorities		✓	<A	<A		
	Agree trust staffing structure		✓	<A	<A		
	Agree academy staffing structure				✓		A
<b>HOLDING TO ACCOUNT</b>							
	Agree auditing and reporting arrangements for matters of compliance (e.g. safeguarding, health & safety, employment)		✓	✓	<A		
	Agree reporting arrangements for progress on key priorities		✓	<A	<A		
	Undertake performance management of the Accounting Officer		✓				
	Undertake performance management of Academy principals				✓	A	
	Agree arrangements for Trustee monitoring		✓		<A		
	Agree arrangements for Local Governor monitoring					✓	A
	Agree arrangements for Local Governing Board performance monitoring		✓		<A		
<b>Ensuring Financial Probity</b>							
	Appoint Chief Financial Officer for delivery of trusts detailed accounting processes		✓	<A	<A		
	Establish and review the trust's scheme of financial delegation		✓	✓	<A		
	Establish and review the academies scheme of financial delegation			✓	<A		A
	Receive and respond to the external auditor's report		✓	<A	<A		
	Agree CEO pay award		✓				
	Review and agree academy principal pay award		✓		A	A	
	Review and agree staff appraisal procedure and pay progression		✓		✓	A	
	Ensure robust benchmarking and trust wide value for money			✓	<A		
	Ensure robust benchmarking and academy value for money					✓	A
	Develop trust wide procurement strategies and efficiency savings programmes				✓		
	Review and approve trust wide procurement strategies and efficiency savings programme			✓			

## APPENDIX 3 – Governor and Sub Committee Responsibility



### Governor responsibilities David Nieper Academy – Sept 2022 (issue no. 15)

	Area 1. Pupil matters Academic Teaching, Learning & CPD Assessment & Data Curriculum & Enrichment Pupil premium & catch-up funding More able & talented Applied Learning	Area 2. Pupil matters Pastoral Safeguarding & Prevent Behaviour & attendance, SEND, Pupil welfare Social, moral, spiritual & cultural Equality & diversity Transferable/enabling skills	Area 3. Staffing & outreach HR, Careers Performance & Remuneration Applied learning, employers & Marketing	Area 4. Finance Audit & Risk Committee Buildings H&S
<b>Lead SLT Member</b>	KHO / CEN / RWH	KHO / CEN/CRU (EME)	KHO / CRU	WBE/ KHO
Christopher Nieper			✓	✓
Anne Clayton	✓ Chair (4)			
Anne Birch		✓ Chair (2)		
Paul Pritchard	✓	✓ (6)	✓	
David Plummer				✓ Chair
David Ashton			✓ Chair (3)	✓
Jerry Sharp	✓ (5)			
Alison Cope – C Gov	✓			
Nicola Bettison- P Gov		✓ (1)		
Jane Cutts - P Gov		✓		
Lisa Howard- S Gov		In attendance as DSL		
Chris Dixon – T Gov	✓ (7)			

#### LINK Governors

1. Safeguarding Governor
2. SEND Governor
3. Applied learning, skills & careers
4. Pupil Premium
5. Arts Mark
6. RE
7. Health & Safety

#### Lead SLT Members

- |     |   |
|-----|---|
| KHO | Dr Kathryn Hobbs Headteacher                        |
| RWH | Mr Richard White Deputy Head                        |
| CEN | Mr Chris Endacott, Assistant Head Curriculum & Data |
| EME | Mrs Emma Merchant, Assistant Head Pastoral          |
| CRU | Mr Chris Ruddy, Assistant Head Employability & CPD  |
| WBE | Mrs Wendy Bennett, Head of Finance & Operations     |
| MHA | Mrs Michelle Hackett, PA to Headteacher             |

**Advisors** - Marie Garside, Julie Richards, Charlotte Bosworth, Hazel Dickinson & Sarah Tennant;

Key committees as required:

- a. Behaviour/attendance panel – drawn from 'Pupil matters pastoral team'
- b. Permanent exclusions – Any 3 governors not previously involved in the behaviour/attendance panel.
- c. Staff disciplinary and Performance Management appeals – panel to be drawn from 'staffing & outreach' team

For the Terms of Reference of the first 3 committees above, which are committees of the Local Governing Board, see appendices 7, 8 & 9.

For the Terms of Reference of the Finance, Audit & Risk Committee, which is a committee of the Board of Trustees, see appendix 6.

## **APPENDIX 4 –Exclusions Panel**

### **See Exclusions Policy for full details**

Governors will be informed of:

- any permanent exclusion (including where a fixed-period exclusion is followed by a decision to permanently exclude the pupil);
- any exclusion which would result in the pupil being excluded for a total of more than five school days (or more than ten lunchtimes) in a term; and
- any exclusion which would result in the pupil missing a public examination or national curriculum test.

The Exclusions Panel will be made up of least three governors not including the headteacher.

The Governors will meet to review fixed term exclusions which would lead to a student being excluded for over five days but not over 15 days in a school terms where a parent/ carer has expressed a wish to make representations.

The governing board must consider the reinstatement of an excluded pupil within 15 school days of receiving notice of the exclusion if:

- the exclusion is permanent;
- it is a fixed-period exclusion which would bring the pupil's total number of school days of exclusion to more than 15 in a term; or
- it would result in a pupil missing a public examination or national curriculum test.

Where parents dispute the decision of a governing board not to reinstate a permanently excluded pupil, they can ask for this decision to be reviewed by an independent review panel



## **APPENDIX 5 – Staff Disciplinary Panel**

The Staff Disciplinary Panel will be made up of either the Chair or Vice-Chair of Governors and at least two other governors.

### **Staff Disciplinary Appeals Committee Terms of Reference**

Governors who have been involved in any aspect of the staff disciplinary process may not be involved in this committee.

The members of the Appeals Committee will consist of three to five governors who were not involved in the Staffing & Outreach subcommittee (or the relevant personnel committee in an academy) or any prior meeting/hearing relating to the disciplinary issue

**Remit:** To hear appeals from any member of staff who objects to a decision of the Head teacher or Staffing and Outreach Subcommittee (or the relevant personnel subcommittee in an academy).

# **The David Nieper Education Trust**

## **Finance, Audit & Risk Committee**

### **Terms of Reference**

#### **1. Purposes of the Finance, Audit & Risk Committee**

- 1.1 Financial governance is the responsibility of the Board of Trustees (“the Board”). The purpose of the Finance, Audit & Risk Committee (the Committee) is to assist the Board in its duty to oversee the Trust’s financial affairs and performance.
- 1.2 The Committee will also act as an Audit Committee; it will be made clear which function the Committee is acting for in the minutes of its meetings.
- 1.3 The Committee will also act as a scrutiniser of risk management and internal controls on health and safety.

#### **2. The Work of the Committee**

- 2.1 Undertaking tasks delegated by the Board that are within the Committees terms of reference.
- 2.2 Reviewing and commenting upon financial planning, management accounts and budget forecasts; maintaining an overview of financial performance and compliance with financial systems and controls.
- 2.3 Acting as a source of advice to the Head of Finance & Operations and Accounting Officer on major areas of change, innovation and development.
- 2.4 Considering financial implications of proposals for areas of new strategic developments and making recommendations to the Board in respect of their suitability.
- 2.5 Reviewing the Trust’s financial policies and making recommendations to the Board.
- 2.6 Reviewing the Trust’s insurance cover.
- 2.7 To provide effective internal scrutiny the Committee will review the Trust’s management procedures and identified risks. Internal scrutiny will be carried out by a contracted audit company and an annual report added to the accounts sent to the DfE. To ensure steps are taken to mitigate risks, the Trust risk register will be regularly reviewed, and a programme of work undertaken by those delivering the internal scrutiny. This work, once completed, will be reported to the Full Board.
- 2.8 Review the Business Continuity Plan.
- 2.9 The Committee will also encompass the roles of an Audit Committee and Risk Committee.

### **3. The Operation of the Finance, Audit & Risk Committee**

- 3.1 The Committee will consist of at least four members, at least two who must be trustees, one who should be an expert in Finance and one who need not be an expert in finance.
- 3.2 Employees should not be members of an Audit Committee but may attend to provide information and participate in discussions. As this is a combined Finance, Audit & Risk Committee staff may be members but should not participate as members when audit matters are discussed; they may remain in attendance to provide information and participate in discussions.
- 3.3 The Chair of the Trust will recommend to the Board the person to be appointed as Chair of the Finance, Audit & Risk Committee.
- 3.4 The Board will agree the members of the Finance, Audit & Risk Committee taking recommendations from the Chair of Trustees.
- 3.5 The Committee will arrange three meeting dates per year. These meetings may be cancelled if no agenda items are put forward for discussion. Other meetings can be arranged should the trustees or members consider it necessary.
- 3.6 The quorum for the Committee will be two trustees, one of whom will be the Chair. This can include members participating by web (e.g. Zoom, Teams).
- 3.7 The Chair of the Trust has the right to attend meetings if they are not a member of the Committee. Other trustees may be invited to attend meetings.
- 3.8 The Trust Head of Finance & Operations will be the primary contact for the Committee and will provide a clerking service for the Committee.
- 3.9 The Trust Head of Finance & Operations will provide information to the Committee on key financial issues and in response to specific requests for information.

### **4. Reporting to the Board**

- 4.1 Agendas and minutes of meetings will be circulated to all trustees. The Chair of the Finance Committee, or another member in their absence, will report to the Board on its meetings if required to do so.

### **5. Delegated Powers**

- 5.1 The Committee can authorise changes in personnel named in the Trust's bank mandates. These do not require the approval of the Board but will be reported at the next Trustee Meeting.
- 5.2 The Committee will review the financial returns made to the ESFA.
- 5.3 The Committee will oversee the budget setting process; the final budget to be ratified by the Board.

### **6. Acting as an Audit Committee**

- 6.1 To assist the Members in the process of appointing the external auditor, approving the audit fee, considering any questions of resignation or dismissal of the external auditor, and making recommendations on such to the Board.
- 6.2 A member of the Committee to attend the external auditor meetings, before the audit commences, to discuss the nature and scope of the audit.
- 6.3 To have at least one meeting per year with the external auditor without academy staff present.
- 6.4 To review the annual audited accounts before submission to the Board focusing on areas of judgement, adjustments, compliance and presentation of the accounts.
- 6.5 To discuss with the external auditor any matters arising from the audit.
- 6.6 To review policy and procedures in respect of internal financial controls.

## **7. Acting as a Risk Committee**

- 7.1 To support the Trust in ensuring that a framework is established and maintained for the identification and management of risk.
- 7.2 To scrutinise and monitor the internal controls of the David Nieper Education Trust to ensure it is operating at appropriate levels of risk.
- 7.3 To monitor internal controls on health and safety, risk management and fraud prevention and detection.
- 7.4 To report to the Joint Board any committee key decisions.

## APPENDIX 7 – Terms of Reference for Pupil Matters Academic subcommittee

### David Nieper Academy Pupil Matters Academic

**Membership:** Membership shall consist of at least 4 Governors, plus the Head teacher or nominated SLT representatives.

**Chair:** Will be chosen annually

**Quorum:** At least 3 Governors and the Headteacher or SLT representative

**Meetings:** The Committee shall meet six times a year in the short term, and at least three times a year as well as any meetings that are required/ appropriate

**Reporting:** The Committee will report to the Local Governing Body

**Servicing:** See Link Reporting Protocol document.

The agenda for each meeting will be drawn up by a designated member of SLT in conjunction with the Chair of the Committee. The agenda and supporting paperwork will be circulated by the minute taker. Minutes of each meeting will be written by the minute taker and sent to the Chair before full circulation. All supporting paperwork and minutes, once approved, will be made available on the Governor portal.

The Chair will produce a summary report, using a pre agreed format, which will be circulated to all governors with the minutes, placed on the Governor portal, and tabled at the next full Governors meeting.

**Core Function:** Holding leaders to account for the educational performance of the organisation and its pupils.

#### **Terms of Reference:**

To appoint the Chair of the Committee

1. Receive detailed reports on examination results and related issues with comparison to local and national benchmarks and over time
2. Receive detailed reports on student progress throughout the year including Pupil Premium and Catch up Premium progress
3. Monitoring and oversight of the impact of the Pupil Premium and Catch up Funding and any other targeted funding streams
4. Receive and examine recommendations for examination and progress targets provided by the SLT
5. Receive updates on progress linked to curriculum matters from within the Academy Development Plan
6. Receive detailed reports of planned changes in curriculum
7. Receive detailed reports on progress linked to quality of teaching and learning
8. Receive detailed reports on the staff training (CPD) provided to support academy progress
9. Receive detailed reports on the extra and co curricula programme and the impact on pupil progress
10. Receive, discuss and approve policies related to the committee remit
11. Review and recommend changes to the Curriculum
12. Discuss and make recommendations to the governing body about annual targets for examination results and pupil progress

Pupil Matters Academic Committee does not have the delegated powers to perform the following functions but will examine and discuss issues and make recommendations:

1. Make major changes in spending in light of curriculum changes
2. Make staffing changes in light of curriculum changes

The terms of reference will be reviewed and updated annually during the Full Governing Body meeting in the autumn term

## APPENDIX 8 – Terms of Reference for Pupil Matters Pastoral Subcommittee

# David Nieper Academy Pupil Matters Pastoral

**Membership:** Membership shall consist of at least 3 Governors, plus the Head teacher or nominated SLT representatives.

**Chair:** Will be chosen annually

**Quorum:** At least 2 Governors and the Headteacher or SLT representative

**Meetings:** The Committee shall meet six times a year in the short term, and at least three times a year as well as any meetings that are required/ appropriate

**Reporting:** The Committee will report to the Local Governing Board

**Servicing:** See Committee Reporting Protocol document.

The agenda for each meeting will be drawn up by a designated member of SLT in conjunction with the Chair of the Committee. The agenda and supporting paperwork will be circulated by the minute taker. Minutes of each meeting will be written by the minute taker and sent to the Chair before full circulation. All supporting paperwork and minutes, once approved, will be made available on the Governor portal.

The Chair will produce a summary report, using a pre agreed format, which will be circulated to all governors with the minutes, placed on the Governor portal, and tabled at the next full Governors meeting.

**Core Function:** Holding leaders to account for wellbeing and safeguarding of pupils, and admission arrangements.

### **Terms of Reference:**

To appoint the Chair of the Committee

1. Receive detailed reports on Pupil Welfare, Behaviour and Attendance
2. Receive detailed reports on student progress of SEND pupils throughout the year, overseeing that the key duties in regard to SEND provision are undertaken effectively
3. Receive detailed reports on exclusions including internal exclusions
4. Receive detailed reports on the progress of pupils within Internal and external Alternative Provision
5. Receive detailed reports on admissions, both in-year and into Year 7
6. Receive detailed reports on Safeguarding, overseeing that the key duties in regard to this area are undertaken effectively
7. Receive detailed reports on the impact of SMSC work across the academy
8. Oversee the impact and adherence to responsibilities under the Equalities Act
9. Receive updates on progress linked to pastoral matters from within the Academy Development Plan
10. Receive, discuss and approve policies related to the committee remit

The terms of reference will be reviewed and approved annually during the Joint Board meeting in the Autumn term.

## APPENDIX 9 – Terms of Reference for Staffing & Outreach Subcommittee

### David Nieper Academy Staffing, HR and External links

**Membership:** Membership shall consist of at least 3 Governors, plus the Head teacher or nominated SLT representatives.

**Chair:** Will be chosen annually

**Quorum:** At least 2 Governors and the Headteacher or SLT representative

**Meetings:** The Committee shall meet three times a year and as otherwise required/ appropriate

**Reporting:** The Committee will report to the Local Governing Board

**Servicing:** See Link Reporting Protocol document.

The agenda for each meeting will be drawn up by a designated member of SLT in conjunction with the Chair of the Committee. The agenda and supporting paperwork will be circulated by the minute taker. Minutes of each meeting will be written by the minute taker and sent to the Chair before full circulation. All supporting paperwork and minutes, once approved, will be made available on the Governor portal.

The Chair will produce a summary report, using a pre agreed format, which will be circulated to all governors with the minutes, placed on the Governor portal, and tabled at the next full Governors meeting.

**Core Function:** To hold Academy Leaders to account for the Academy performance in achieving the educational objectives; with particular reference to HR and Staffing matters, Employability implementation and performance, including employer partner engagement and external links, together with PR matters.

#### **Terms of Reference:**

To appoint the Chair of the Committee

1. Review and work with the HT/SLT in planning future staffing needs
2. Receive detailed reports on Staffing issues
3. Review and oversee HR policies and procedures including the Single Central Record
4. Review, scrutinise and ratify Performance Management decisions
5. Receive detailed reports on academy marketing
6. Receive detailed reports on employer links and integration of employability skills into the curriculum and wider life of the academy
7. Receive detailed reports on Extra and Co-curricular activities and the wider life of the academy
8. Receive updates on progress linked to staffing and outreach matters from within the Academy Development Plan
9. Receive, discuss and approve policies related to the committee remit
10. To support and guide on the above areas.

The terms of reference will be reviewed and updated annually during the Full Governing Body meeting in the Autumn term