

Board of Trustees

Arrangements for 2024-25

Approved by:	Board of Trustees
Approved on:	19 th July 2024
Operational from:	1 September 2024
Next Review date:	Summer 2025 for 2025-26 academic year
Responsibility for review:	Chief Executive and Chair of Trustees

TPA uses the terms:

- Members to describe individuals who have the right to vote at General Meetings held in accordance with the Articles of Association;
- Trustees to describe individuals who have the right to vote at Board meetings and who are registered as Directors at Companies House;
- Governors to describe individuals who have the right to vote at School Board meetings;
- Chief Executive (CEO) to describe the individual who leads the management of the academy trust and who is the Accounting Officer;
- Regional Director to describe the individual who supports a group of schools within TPA and line manages the Headteachers within that region; and
- Headteacher to describe the individual who leads the management of a school(s) within TPA.

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1. Vision and expectations of The Pioneer Academy

The vision of The Pioneer Academy is:

“We put children at the forefront, pioneering excellence and championing each and every child.”

Our expectations are:

Safe:

- Schools are safe and secure
- Safeguarding culture is effective and robust
- Similarities and differences are celebrated; everyone thrives and flourishes

Happy:

- Happy pupils and staff are positive and succeed in a supportive environment
- Having a culture of wellbeing for all is strong
- High standards of attendance and enjoyment are outcomes of an inclusive TPA school

Learning:

- Learning is achieved by the successful sequencing of memorable experiences
- Learners are engaged, resilient and enthusiastic
- Learning outcomes are ambitious due to knowledgeable and effective teaching

2. Legal framework and government policy

TPA is a charitable company limited by guarantee. It is subject to charity and company law, and to laws that affect all organisations (such as Health and Safety and employment law). As a charitable company that runs state-funded education, it is also subject (either directly from legislation or through Funding Agreements) to various pieces of legislation relating to education and children and young people (including safeguarding). The Board of Trustees is the legal Governing Body / accountable body for all schools within TPA.

The Trustees of TPA are subject to the duties of trustees under charity law and of directors under company law. They are also the legal Governing Body for all schools within TPA in accordance with education law. The responsibilities for Trustees under charity and company law can be summarised as:

<p>Trustee responsibilities under charity law are to:</p> <ul style="list-style-type: none">• ensure the charity is carrying out its purposes for the public benefit;• comply with the charity’s governing document and the law;• act in the charity’s best interests;• manage the charity’s resources responsibly;• act with reasonable care and skill; and• ensure the charity is accountable	<p>Director responsibilities under company law are to:</p> <ul style="list-style-type: none">• act within their powers;• promote the success of the company;• exercise independent judgment;• exercise reasonable care, skill and diligence;• avoid conflicts of interest;• not to accept benefits from third parties; and• declare any interest in proposed transactions or arrangements.
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The charitable Object of TPA is “to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum” (Article 4 of the Articles of Association).

The Articles of Association are the governing document of TPA. With regards to the organisation of governance, the Articles state that:

- The Trustees are responsible for managing TPA and may exercise all the powers of the trust (Article 93);
- The Trustees can establish committees at trust and school level (Article 100), and shall determine the constitution, membership and proceedings of these committees and shall review those at least every twelve months (Article 101);
- Membership of any committee of Trustees may include persons who are not Trustees provided that (with the exception of School Boards) a majority of members of such committee and present at any meeting of such committee shall be Trustees (Article 101);
- The Trustees can delegate powers or functions (including power to sub-delegate) to any Trustee, committee, School Board or postholder, such delegation to be made in writing and can be subject to conditions (Article 105);
- A delegated power may be further sub-delegated (Article 105A) with the Trustees being informed as soon as reasonably practicable;
- Use of any delegated power should be reported to the Trustees at their next meeting (Article 106).

The DfE’s Governance Handbook (October 2020) states that the role of the accountable body (in TPA this is the Board of Trustees) is:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff;
- Overseeing the financial performance of the organisation and making sure its money is well spent.

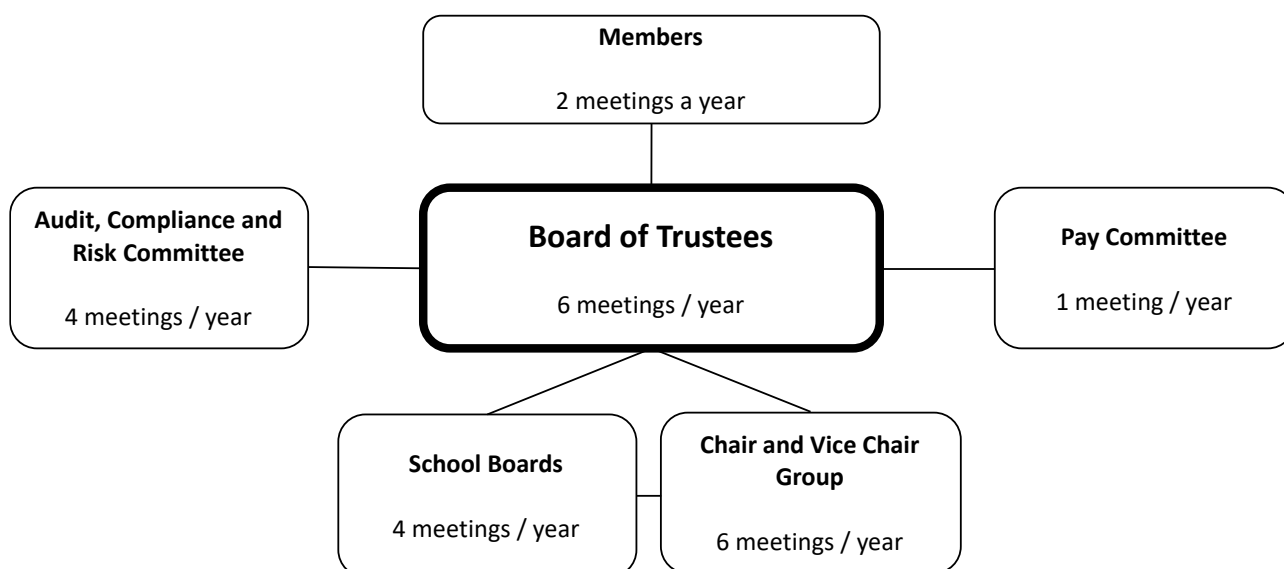
The NGA advocates a fourth role: ensuring that other key players with a stake in the organisation have their voices heard. This applies most particularly to pupils, staff, and parents.

The DfE’s Governance Handbook states that effective governance is based on six key features:

- Strategic leadership that sets and champions vision, ethos and strategy;
- Accountability that drives up educational standards and financial performance;
- People with the right skills, experience, qualities and capacity;
- Structures that reinforce clearly defined roles and responsibilities;
- Compliance with statutory and contractual requirements; and
- Evaluation to monitor and improve the quality and impact of governance.

3. Overview of TPA governance structures

The TPA governance structure is summarised in the following diagram.



The minimum schedule of meetings is:

Autumn term	Spring term	Summer term
School Board 1 Board 1	School Board 2 Board 3 Members	Board 4 School Board 3
Half-term		
Board 2		Board 5 School Board 4 Board 6

Second Member meeting to either be in Autumn 1 or Summer 2.

4. Skills and experience sought within the Board of Trustees

When the Members are appointing Trustee(s), or the Board is co-opting Trustee(s), they shall seek to ensure that the Trustees collectively shall have experience and knowledge that includes many of the following:

- Leadership / governance of schools or colleges
- Special educational needs and disabilities
- Financial management / oversight, accountant / auditor
- Procurement / commercial expertise
- Property management / capital project / construction
- Human resources
- Law
- Broader children's services (including safeguarding)
- Marketing / communications
- Programme / change management
- Non-executive / governance experience
- Local community expertise

In addition:

- all Trustees must demonstrate the attributes outlined in the Person Specification element of the Role Description; and
- the individuals on the Board should collectively reasonably reflect the diversity of the communities served by TPA.

5. Recruitment and appointment of Trustees

Where there is a vacancy or a need to appoint Trustee(s), the Chair and Vice Chair of Trustees shall review the skills and experience of the current Trustees, the priorities of TPA, and succession planning considerations to determine which particular skills and / or experience should be prioritised in the recruitment processes. In addition, the diversity of the Board shall be considered and emphasis given to seek interest from under-represented groups.

The Chair and Vice Chair shall agree the most appropriate recruitment strategy with the Members (where it is to be a Member appointment) (no further agreement required if it is to be a Board co-opted appointment). It would be expected that potential individuals would provide a CV and short Expression of Interest prior to being interviewed by existing Trustees and / or Member(s). If necessary, shortlisting can precede interview.

If the selection panel agrees (by a majority) that one or more individuals should be recommended to be appointed as Trustees the following process shall take place:

1. The Clerk will prepare the appropriate paperwork for appointment by the Members or Trustees as appropriate;
2. If the appointment is confirmed :
 - a. The Clerk shall ensure eligibility checks are completed and that the new Trustee completes the Declaration of Interests / Code of Conduct / KCSIE requirements;
 - b. The Clerk shall ensure that DfE and Companies House records are updated;
 - c. The Clerk and Chair of Trustees shall manage the induction of the new Trustee; and
 - d. The next Board meeting shall minute the Trustee's appointment.

The term of office for all Trustees (except the CEO) is four years. Trustees are eligible for reappointment, although it is expected that Trustees would not serve more than the equivalent of three full terms (12 years) other than in exceptional circumstances specifically approved by the Members.

6. Board of Trustees arrangements

The Board of Trustees is accountable for the performance of TPA and is able to exercise all of the powers of the Academy Trust. It is responsible for the leadership of TPA, and for establishing delegations to the Executive Team, School Boards and to Headteachers for the day-to-day operational management of the schools within TPA.

The Board of Trustees is a corporate body, which means:

- No Trustee can act on their own without proper authority from the Board of Trustees;
- All Trustees carry equal and collective responsibility for decisions made; and
- The overriding concern of all Trustees is to the success of TPA overall.

The role of a Trustee is not to manage operations; this is the role of Chief Executive and senior staff; the role of Trustees is to set strategy and hold the Chief Executive to account for delivery of that strategy and performance (including compliance).

The Board operates through:

- 4 full day in-person meetings a year, which combine business management with strategic discussions (and include dedicated Audit Committee and Pay Committee meeting time);

- 2 thematic Board meetings a year (one on the accounts and external audit, one on the pupil outcomes data);
- Any additional meetings that are required outside of this schedule, which would be expected to be single item meetings.
- A number of Lead Trustee roles, which each links to an identified member(s) of the Executive Team. Executive Team members are expected to brief Lead Trustees prior to significant Board reports, and to remain in contact as required between meetings.

In addition to meetings of the full Board of Trustees (Terms of Reference in Appendix 2), the Board has established:

- a. An Audit, Compliance and Risk Committee (Terms of Reference in Appendix 3);
- b. A Pay Committee (Terms of Reference in Appendix 4); and
- c. A Chair and Vice Chair Group for liaison with School Boards (Terms of Reference in Appendix 5); and
- d. Performance Review Panels (Terms of Reference in Appendix 6).

The Role Description for Trustees is provided in Appendix 7. In addition, additional role descriptions are provided for:

- The Chair of Trustees (Appendix 8);
- The Chair of Audit, Compliance and Risk Committee (Appendix 9); and
- The Trustee with oversight of safeguarding (Appendix 10).

7. Trustee roles / portfolios

Role	Non-Executive Director	Executive Team link
Education (curriculum and standards)	Jo Lakey	Tim Rome (Director of Educational Strategy)
Safeguarding	Jo Lakey / Wendy Andrews	Emma Aiyere (Head of Safeguarding)
Finance	Betty Huynh	Sam Golding (CFO)
SEND	Simon Sharron	Natalie Conway (Head of SEND)
Audit, Compliance and Risk (inc Health and Safety)	Adey Adesina	Anne Slade (COO)

Portfolio roles would be agreed each summer for the subsequent academic year.

Expectations of portfolio leads:

- To, on behalf of the Board, lead oversight of areas within their portfolio;
- To understand TPA's priorities within their portfolio;
- To have at least termly online meeting / phone call with the Executive Team link(s) to understand key performance successes and challenges (including any TDP priorities) and upcoming key activities (including any anticipated Board papers); and
- To be involved in review of trust policies within your portfolio.

Specific responsibilities are:

- Finance lead – to review Management Accounts quarterly with CFO;
- Education lead – to review SHL and T&L summaries from the CEO / Regional Directors;
- Audit portfolio lead would chair the Audit, Compliance and Risk Committee (meetings identified within annual schedule; where these are part of a Board Day they would be separately minuted).

8. Annual schedule

When	What	Anticipated areas of focus
Early Oct (all day)	Trust Board 1 (inc ACR Committee 1)	<ul style="list-style-type: none"> Trust Development Plan – approve this year. KPIs and targets for this year Capital, Premises and ICT: Review of works, compliance, strategy / priorities Review of Risk Register Review of School Board self-evaluations Discussion topics TBC
Mid Dec (4pm online)	Trust Board 2: Annual Accounts and Audit	<ul style="list-style-type: none"> Review of accounts and annual report and approval Review of external audit with external auditor (inc time without management present) Internal scrutiny: review last year; approve this year plan
Mid Jan (all day)	Trust Board 3 (inc ACR Committee 2)	<ul style="list-style-type: none"> Portfolio reports HR: Workforce census and staffing KPIs / Staff development and succession planning Term 1 pupil data – analysis and discussion Discussion topics TBC
End April (all day)	Trust Board 4 (inc ACR Committee 3)	<ul style="list-style-type: none"> Portfolio reports Stakeholder feedback (parents and staff) Mid-year finance review / forecast outturn / budget assumptions for next year / procurement and contracts review Capital: projects for this year Discussion topics TBC (to include an education thematic review)
Early July (4pm online)	Trust Board 5: Audit, Compliance and Risk Committee 4	<ul style="list-style-type: none"> Portfolio report Internal audit reports Strategic risk review
Mid July (online)	Trust Pay Committee (Note, may be held on day of Trust Board 5 or 6)	<ul style="list-style-type: none"> Pay reviews Decisions / discussion topics TBC
Mid July (all day)	Trust Board 6	<ul style="list-style-type: none"> Review educational outcomes / progress data Trust Development Plan – review this year; draft priorities for next year Portfolio reports Stakeholder feedback (parents and staff) Approving budget Trust Board self-evaluation and roles for next year HR: Workforce data and KPIs; pay reviews Discussion topics TBC

Note – there is a requirement to have an Audit Committee, which TPA calls the Audit, Compliance and Risk Committee. This function is proposed to be discharged through separate terms of

reference, with meetings being separately minuted events but taking place within / at end of broader Board meeting.

The full-day meetings focus upon:

- Setting strategy and monitoring and challenging implementation;
- Summative performance information regarding educational provision (including safeguarding) – the Board to focus upon key successes, concerns and comparative performance / lessons to learn (and School Boards to undertake detailed individual school analysis with Regional Director comparator input);
- Trust wide policy formation and evaluation; and
- Key decisions, including those with direct legal implications.

Discussion items should be:

- Event driven (i.e. admission of a new school); or
- Strategic, including consideration of regional / national policy (such as a Green Paper); or
- Thematic assurance review

9. Other areas of responsibility

- Management Accounts: To be circulated to all trustees every month; questions / queries to be sent to the Chief Finance Officer and cc'd to the portfolio lead. Each Board meeting to note the most recent set of Management Accounts.
- Admission of new school(s): CEO authorised to engage with potential school(s) (keeping Chair and portfolio holder for strategy and growth informed and seeking advice as required); CEO to arrange single item online workshop to make in-principle decision (prior to DfE decision) with appropriate caveats which, if met, include delegated authority for admission (portfolio holder for strategy and growth to chair).
- Policies:
 - For policies where TPA is proposing to significantly change approach / principles then the Executive Team lead should inform and involve portfolio lead as required.
 - Where Board approval is required, policies would be approved as a single item at the next Trust Board meeting with cover paper summarising the rationale for and detail of any changes.

10. Overseeing School Board performance

Should the Board have concerns about the effectiveness of a School Board they would normally:

1. Review governance at the school, either as a stand-alone process or within a broader Leadership and Management Review, which may include seeking self-evaluation information;
2. Arrange for the CEO and at least one trustee to meet with the Chair of the School Board to review the self-evaluation or other evaluation;
3. Outline in writing any improvements or actions that the Board will undertake and / or requires the School Board to undertake and associated timeframes. These could include (but are not limited to) particular training / development / support for any or all of the Governors on the School Board, the appointment of additional Governors with particular

skills (by the Board and / or School Board), the removal of Governor(s), the amendment of delegations to the School Board, and / or a change in the Chair of the School Board.

4. If the School Board does not implement the Board's requirements, the Board may, without notice, initiate further actions as required to secure stable and effective governance.
5. If the Board has further concerns within one academic year of the review outlined in the first two steps, it may proceed directly to the third step of outlining in writing its requirements.

11. Trustee departure from TPA

Article 45 requires that there are three or more Trustees.

There are four procedures through which a Trustee may cease being a Trustee:

1. Their term of office expires, either at the end of four years or, for the CEO, at the end of their employment as CEO with TPA);
2. If they resign by written notice to the Clerk (which can be an email) including the date that it will be effective from;
3. If they cease or will cease to be eligible to be a Trustee in accordance with Articles 68 to 78 whereby, in accordance with Article 79, they shall give written notice of that fact to the Clerk to the Board of Trustees; or
4. If the person is removed as a Trustee by the Members or (for co-opted Trustees only) by the Board.

In each event, the next meeting of the Board shall minute the date at which the individual ceased to be a Trustee.

A Trustee may not resign or be removed if that would leave fewer than three Trustees. Instead additional Trustee(s) must be appointed before a Trustee can resign or be removed.

Appendix 1: Articles of Association

The Articles of Association is the governing document of the Academy Trust. This is an overview of the TPA Articles of Association provisions; it is not a legal briefing or a substitute for reading it.

The Articles of Association includes provisions that:

1. Establish the objective of the charitable company (Article 4)
2. Outline the powers of the Academy Trust (Article 5) and the powers of the trustees (93 - 96)
3. Establish the structure of the members (12) and how they are appointed / removed (13 – 18)
4. Set out the processes for member meetings (19 – 35) and how they vote (36 – 44)
5. Establish the structure of the trustees (45 – 47, 58), how the first trustees are appointed (48), and how trustees are appointed / removed (50 – 58, 65 - 67) or suspended (67A-67E).
6. Sets the term of office for trustees as 4 years (64), excluding the Chief Executive (and Principals if provided for) if they are trustees, and states that any trustee can be re-appointed or re-elected.
7. Outlines who is disqualified from being a trustee (68 – 80)
8. Set out the processes for the Clerk (81), and the Chair and Vice-Chair appointment / impact / resignation and removal (82 – 92)
9. Sets out the situations / requirements regarding conflicts of interest (97 – 98)
10. Enables the creation of committees and the delegation of powers or functions to those committees, Chief Executive or the Principals (100 – 106), including the ability for sub-delegation (105A).
11. Requires that trustees appoint the Chief Executive and Principals and delegate the powers that they consider appropriate for the internal organisation, management and control of the academy (107)
12. Sets out procedures for trustees meetings (99, 108 – 126), including a requirement for at least three meetings each school year (109), a normal quorum of a third of trustees (rounded up) (117, with 119 outlining areas where a higher quorum is required), decisions being made by a majority vote with Chair having an additional casting vote (120 and 121)
13. Sets requirements to prepare appropriate accounts (129), annual report (130) and annual return (131)
14. Requires an indemnity for trustees, subject to the Companies Act (136)
15. Sets a limit of 19.9% of votes for members and directors associated with local government (139 – 144), with the voting rights of other members / trustees increased pro-rata if necessary to ensure this. If a member or trustee becomes local authority associated during their time of office they are deemed to have resigned (142).

Appendix 2: Terms of Reference: Board of Trustees

Purpose

The Board of Trustees is accountable for the performance and compliance of TPA.

The Board of Trustees shall ensure focus upon the core functions of governance as defined by the DfE:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

Terms of Reference

The Board will make strategic and key financial and policy decisions to enable TPA to perform as effectively and efficiently as possible. The Board will make decisions and receive monitoring / evaluation reports (with actions / decisions as necessary) regarding:

1. The vision, strategy and culture of TPA;
2. The governance, leadership and management of TPA, including succession planning for key leadership and governance roles;
3. Policies and procedures that operate across TPA;
4. Educational performance across TPA;
5. Financial and resource management;
6. Effectiveness of governance and leadership at TPA schools; and
7. Compliance with legal and contractual obligations, including safeguarding, health and safety, equalities, and the approach to risk identification, assessment and management.

In accordance with Article 93, the Board has the authority to take any decision required (within the legal powers of the trust) to improve the effectiveness or efficiency of TPA.

The Board will exercise reasonable skill and care in carrying out its duties.

Reserved Decisions

To discharge its accountability the Board will retain responsibility for the following reserved decisions, none of which will be delegated to any Committee or individual:

1. Approval of the vision and strategy of TPA;
2. Approval of the Trust Development Plan;
3. Approval of the annual budget for TPA, including the budget for each school;
4. Approval of the Annual Report and accounts;
5. Approval of acquisition or disposal of freehold or leasehold interests in land;
6. Approval of any proposals for other schools to join TPA (whether these are existing or new schools), or for any school to leave TPA;
7. Appointment of Trustees to Board Committees; and
8. Appointment of the Chief Executive, Chief Operating Officer, Chief Finance Officer, Company Secretary (where appointed) and Clerk to the Board of Trustees.

Membership, Meetings and Quorum

Membership: As set out in Articles 46 and 58 of the Articles of Association; there must be a minimum of three Trustees. The CEO shall be the lead officer for the Board.

Quorum: As set out in Articles 117 and 119 of the Articles of Association; generally the higher of 3 or one third of Trustees (see Article 119 for exceptions).

Meetings: Article 109 of the Articles of Association requires at least three meetings a year.

Eligibility: As set out in the Articles of Association.

Conflicts of Interest: Managed as set out in the Articles of Association and TPA policy.

Appendix 3: Terms of Reference: Audit, Compliance and Risk Committee

Purpose

The purpose of the Audit, Compliance and Risk Committee is to maintain an oversight of TPA's compliance with statutory or contractual requirements (including Health and Safety), and to monitor and review the adequacy of the governance, risk management, internal control and value for money frameworks.

The operational responsibilities/duties of the Committee are set out in the Scheme of Delegation.

Terms of Reference

The duties of the Audit, Compliance and Risk Committee are to:

External audit and internal audit / extended assurance

1. Advise the Members on the appointment, following procurement, or the dismissal of the external and regularity auditor ("external auditor");
2. Approve the re-appointment of the external auditor following their initial appointment by the Members, subject to a requirement to re-tender the service at least every five years (or to recommend re-tendering at a shorter interval if that is appropriate);
3. Meet with the external auditor, without management present, at least annually;
4. Approve and oversee the arrangements for internal audit / extended assurance, including approving the work programme and any appointment of an external organisation;
5. Receive all reports from internal audit / extended assurance and reports from other organisations commissioned by TPA in the area of compliance and consider any issues raised, the associated management response and action plans.

Compliance

1. Monitor Health and Safety arrangements and compliance, including any notifications to external organisations such as the HSE;
2. Monitor GDPR arrangements and compliance, including cyber security, including notifications to Information Commissioners Office;
3. Monitor compliance with statutory or Funding Agreement requirements;

Risk

1. Consider the appropriate tolerance of risk across TPA's activities and advise the Board as appropriate;
2. Identify and investigate potential risks that – if realised – would have a material impact upon TPA's operations or performance;
3. Monitor and review the approach to risk assessment across the breadth of TPA activity, ensuring that appropriate procedures are in place and being followed;
4. Monitor and review the TPA risk register, ensuring that appropriate management controls are in place to reduce risks once identified;
5. Ensuring that each school has, maintains and responds to its own risk register, and that there is appropriate escalation of key school risks to the TPA risk register;

General

1. Advise the Board of Trustees and Accounting Officer on the adequacy and effectiveness of TPA's governance, compliance, risk assessment and management, and internal control systems / frameworks;
2. Monitor outstanding audit and inspection recommendations (including Health and Safety) from whatever source and ensure any delays to implementation dates are reasonable;
3. Monitor allegations and incidents of fraud or irregularity;
4. Monitor the management of potential conflicts of interest;
5. Contribute to the Board's self-evaluation, including proposals to improve the effectiveness of the Committee and / or of TPA governance; and
6. Review, recommend and approve policies as required by the Scheme of Delegation.

Within its purpose, and so long as it is compliant with the Articles, this Governance Framework and the Scheme of Delegation, and so long as it does not undermine a decision of the Board of Trustees, the Committee may make any decision necessary to ensure compliance and the effectiveness of TPA. The Committee may make a recommendation to the Board about any topic.

Membership, Meetings & Quorum

All trustees, excluding the Chair of Trustees and the Accounting Officer, shall be eligible to attend meetings of the Audit Committee (the CEO may attend to present items but shall not be a member of the committee). The Committee may co-opt up to two external members.

The Committee will be quorate if three members are present and a majority of the members present are Trustees.

The Committee shall meet at least 3 times a year.

The Board will appoint the clerk for this committee.

External members shall be appointed annually with terms of office until either 31st August or the first meeting of the next academic year.

All external members must comply with the provisions within the Articles of Association for ineligibility as if they were Trustees of the Trust, and must declare conflicts of interest in accordance with the Articles of Association and TPA policy as if they were Trustees.

Appendix 4: Terms of Reference: Pay Committee

Purpose

The Committee is responsible for determining the pay and undertaking the pay review for staff in accordance with TPA's Pay Policy.

Terms of Reference

The Panel's principal duty is to determine the pay and undertake the pay review for relevant staff (see Note below) in accordance with TPA's Pay Policy. In order to carry out this duty, the committee will:

1. Make the following determinations, taking account of the recommendation of the Performance Review Committee (for the CEO), Chief Executive (for central services staff and Headteachers) or Headteachers (for school staff) and in accordance with the Pay Policy:
 - a. the pay progression of each eligible teacher following their annual review, including those on the main pay scale, upper pay scale or the leadership pay scale;
 - b. applications to progress from the main pay scale to the upper pay scale;
 - c. the pay progression of each eligible member of support staff, following their annual review, within the agreed pay banding;
 - d. all discretionary payments as set out in the Pay Policy;
2. Have regard to TPA / School Development Plan(s) and any budget information (including views of the TPA Finance and Resources Committee) when determining discretionary payments;
3. Minute clearly the reasons for all decisions;
4. Report to the Board Finance and Resources Committee:
 - a. that a meeting has taken place and the general purpose and outcome of that meeting without identifying specific individuals;
 - b. its decisions in relations to staff pay without identifying specific individuals so that the annual pay budget can be determined from time to time;
 - c. anonymised information from the last three years, which shows the patterns of progression of teachers.

Membership, Meetings and Quorum

Membership: At least 3 Trustees, with no individuals who are employees being eligible.

Quorum: 3 Trustees (as appropriate).

Meetings: As required, called by the Chair of Committee, Chair of Trustees, or CEO.

The Board will appoint the Clerk for this Committee.

Appendix 5: Terms of Reference: Chair and Vice Chair Group

Purpose

The purpose of the Chair and Vice Chair Group is to provide an opportunity for discussion of key issues between Chairs, Vice Chairs and Trustees.

This Group does not have delegated decision making powers beyond governance development and self-evaluation processes.

Terms of Reference

The duties of the Chair and Vice Chair Group are to:

1. Provide a forum for discussion of key issues or risks;
2. Provide a forum for discussion of potential future strategy or policy in advance of formal proposals; and
3. Develop, lead and monitor / evaluate governance development and School Board self-evaluation.

Membership, Meetings & Quorum

The membership will include Trustees, the CEO, and the Chair and Vice Chair of each School Board. It will be chaired by a Trustee.

The Group will be quorate if three members are present, including one Trustee.

The Committee shall meet approximately half-termly during the school year, with additional meetings as required.

The Board will appoint the clerk for this committee.

Appendix 6: Panels

Panels convened at least annually

1. Chief Executive Performance Review Panel: Three Trustees meet annually with the CEO to set and review objectives for the Chief Executive and to recommend the Chief Executive's salary to the Board of Trustees' Pay Committee.
2. Regional Director and Chief Finance and Operations Officer Performance Review Panels: The CEO and a Trustee meet annually with each postholder to set and review objectives for the postholder and to recommend their salary to the Board of Trustees' Pay Committee.
3. Headteacher Performance Review Panel: The Regional Director and Chair of School Board meet annually with the Headteacher to set and review objectives for the Headteacher and to recommend the Headteacher's salary to the Board of Trustees' Pay Committee.

Panels convened for specific events

The following Panels may be convened as required and are expected to generally function at School Board level:

1. Complaints Panel – convened as required and subsequent report to the next School Board meeting, including any lessons learned for the school and / or recommendations for policies or procedures.
2. Employment Appeals Panels – convened as required for pay, grievance, dismissal, or dismissal appeal hearings and report and report to the next School Board / Board meeting as appropriate, including any lessons learned for the school and / or recommendations for policies or procedures.
3. Pupil Exclusions Panel – convened as required and report to the next School Board meeting, including any lessons learned for the school and / or recommendations for policies or procedures.

In each situation, the Panel will include the appropriate number of Governors (as specified in the relevant policy or, if not specified, three Governors) who have not previously been involved with the incident and have no prior knowledge of the incident concerned. For complaint hearings, the panel shall include an individual who is independent from the management and running of any school within the Trust.

Each Panel will have an appropriately qualified clerk.

The Panel will follow procedures as set down in the relevant policy or as set out in law as appropriate.

If a second or appeal panel is required, this shall include three different Governors.

If a Headteacher or the Chief Executive is the subject of the staffing issue or complaint, the roles above undertaken by governors will instead be undertaken by Trustees.

The following Panels may be convened as required and are expected to generally function at Board level:

4. Chief Executive / COO / CFO / Clerk appointment Panel – convened as required and report to the Board about whether to make an appointment and, if so, who.

Appendix 7: Role Description: Trustee

Trustees are subject to duties under charity and company law (they are the Directors of TPA) as well as being the legal Governing Body for all schools within TPA.

Key requirements

Be compliant

1. Ensure that you are, and remain, compliant with the requirements of the Articles of Association and DfE regarding eligibility to be a Trustee.
2. Ensure that you at all times comply with this Role Description and the Code of Conduct.

Be prepared

1. Continually build your knowledge of TPA and its schools, as well as trends and issues within education more generally.
2. Understand the legal framework for TPA and its operations – including familiarity with the Articles of Association, Funding Agreement, governance arrangements, Scheme of Delegation, and Ofsted inspection framework – and seek clarification where necessary.

Be an active participant

1. Attend meetings you are expected at, contribute positively at those meetings to clarify information and help enable informed decision making.
2. Read all papers for meetings in advance of the meetings and then ask questions that are either clarifications or that aid further understanding of the issues and so help discussion about the decisions required.
3. Undertaking training and development to improve knowledge and / or effectiveness.
4. Agree to undertake specific role(s) and fulfil it / them diligently.

Act appropriately

1. Work as part of the team and form effective relationships with other Trustees and with senior staff.
2. Respect confidentiality of information and opinions as well as the need for Trustees to be able to have in-depth and private discussions.
3. Respect all Board decisions and support them in public.
4. Act within the framework of the policies of the Trust and its legal obligations.

Monitor and evaluate trust performance

1. Measure the trust's impact and progress towards its strategic objectives.
2. Ensure that the required policies and procedures are in place and the trust is operating effectively in line with these policies.
3. Hold the senior executive leader to account for standards, financial probity and compliance with agreed policies.
4. Evaluate relevant data and feedback provided by senior executive leaders and external reporting on all aspects of trust performance.
5. Ask challenging questions of the senior executive leader in order to hold them to account.
6. Ensure that there are policies and procedures in place to deal with complaints effectively.

Likely Time Commitment for Trustees

In terms of the time commitment, it is likely to be:

- Attendance at approximately four full-day and two two-hour Board meetings a year;
- Attendance at any additional ad-hoc Trustee meetings required during the year;
- Attendance at any agreed training sessions; and
- Attendance at any necessary Trustee Panels – these are set up as required and are not expected to be required often.

Person Specification for Trustees

An effective Trustee will demonstrate:

- A commitment to securing the best educational outcomes for all children;
- A commitment to the vision, values, and objectives of TPA;
- Understanding of the role of a Trustee and experience of non executive governance;
- A commitment to the legal duties, responsibilities and liabilities of being a Trustee and adhering to Nolan’s seven principles of public life;
- A willingness to devote the necessary time and effort to their duties as a Trustee;
- Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
- An ability to evaluate and make use of a wide range of information and data, to question effectively in a manner that encourages reflection and helps move discussion forward
- Impartial and evidence based decision making;
- The capacity to develop specific knowledge and understanding of the trust and its community;
- A sense of fairness;
- A commitment to equalities;
- Tact and diplomacy;
- An ability to work as a member of a team;
- An ability to respect confidentiality; and
- A commitment to participate in training and self-evaluation.

Appendix 8: Role Description for Chair of Trustees

Purpose

- to lead and manage the Trustees;
- to support and challenge the CEO;
- to represent the Board of Trustees within and beyond TPA.

Key requirements

In addition to the obligations and requirements upon all Trustees, the Chair of Trustees will:

1. Meet with the CEO regularly to understand current performance, issues and opportunities;
2. Be available for the CEO as required in the event of urgent situations, and – where necessary – authorise Chairs' Action;
3. Be responsible for ensuring that Board meetings take place in accordance with TPA's expectations;
4. Be responsible for ensuring that decisions taken at meetings are implemented and that actions are undertaken *;
5. Understand and be advised about the staffing situation in the central services, including vacancies, recruitment, and any HR case work being progressed;
6. Support the CEO in engagement with major partners, such as Local Authorities *;
7. Support the CEO in engaging with schools that may join TPA *;
8. Be responsible for liaising with the Members, including regarding any vacancies on the Board to ensure that Members' understand the necessary skills / knowledge / experience that the Board requires;
9. Meet with each new Trustee as part of their induction and ensure that they are able to quickly add value to the Board;
10. Ensure governance collaboration across TPA is positive and effective;
11. Lead succession planning for Trustees and support the CEO in succession planning for senior leaders; and
12. Lead the evaluation and development of Board governance.

Items marked with an asterisk (*) may be undertaken by or with the Vice Chair by agreement. All items may be undertaken by the Vice Chair in the absence of the Chair.

Appendix 9: Role Description for Chair of Audit, Compliance and Risk Committee

Purpose

To lead the Committee in ensuring that adequate inspection and audit regimes are in place to ensure the trust meets its statutory and contractual obligations, and that the trust is meeting its compliance obligations; to consider the identification and management of the key risks facing the trust.

Key requirements

In addition to the obligations and requirements upon all Trustees, the Chair of Audit, Compliance and Risk Committee will:

1. Have a discussion with the lead officer for the Committee at least termly to understand current performance, issues and opportunities (with additional meetings as required);
2. Be available for the lead officer as required in the event of urgent situations;
3. Be responsible for ensuring that Committee meetings take place in accordance with TPA's expectations;
4. Be responsible for ensuring that decisions taken at meetings are implemented and that actions are undertaken *;
5. Report any key issues or risks within the Committee's remit, or any recommendations from the Committee, to the full Board of Trustees;
6. Induct Trustees who join the Committee to enable them to quickly add value;
7. Where one is established, lead the collaborative forum that includes a representative from each School Board; and
8. Contribute to the evaluation and development of Board governance that would be led by the Chair of Trustees.

Appendix 10: Role Description for safeguarding Trustee

Purpose

To, on behalf of the Board, lead on safeguarding and child protection.

Key requirements

The Trustees will have oversight of safeguarding across TPA (with each School Board having a lead Governor to focus upon their specific school(s)).

1. Understand, and keep up to date with, the legal framework and annual updates to statutory guidance regarding safeguarding and child protection;
2. Understand and be trained appropriately in safer recruitment processes, including checking that the Single Central Register (SCR) is compliant;
3. Seek assurance that TPA induction and training arrangements are compliant with national requirements and are effective in promoting a culture of safeguarding being everyone's responsibility;
4. Have, and keep updated, appropriate safeguarding training;
5. Have oversight of the range and extent of safeguarding case work;
6. Seek assurance that statutory and TPA policies are being followed;
7. Support and challenge Executive Team leads in the intent, implementation and impact of TPA policy and practice – including reflective practice to identify lessons learned and future improvements;
8. Contribute to reviews of TPA policies, protocols and procedures to ensure that they remain effective, including embedding any 'lessons learned' and identification and distribution of best practice;
9. Act as an advocate for safeguarding and child protection to ensure that it is prioritised in all Board decisions; and
10. Engage in governance collaboration regarding safeguarding, in accordance with TPA expectations.