

## **CHILDREN OF SUCCESS SCHOOLS TRUST**

### **GOVERNANCE STRUCTURE AND TERMS OF REFERENCE– November 2018**

#### **COMPANY MEMBERS**

The company members have limited but important powers under the Articles. These include the right to wind up the Academy Trust, amend the Articles, change the name of the company, appoint other members and appoint and remove one or more members of the Board. They have an oversight role in relation to the achievement of the Trust's objectives and the auditor's report on the annual accounts is addressed to the company members.

The company members usually meet annually and the quorum for a meeting is three members.

#### **MANAGEMENT OF THE TRUST**

Management of CoSST is the responsibility of the Board of CoSST ("the Board"). Members of the Board are referred to as Trustees, although they are also directors of CoSST for the purposes of the Companies Act.

The Board has five Committees:

- Finance and General Purposes Committee (FGPC)
- Academic Outcomes Committee (AOC)
- Pay Committee (PC)
- Safeguarding Committee (SAFE)
- two School Community Groups, one for each school (SCGs)

The powers of the various committees are those that are delegated to them by the Board. This is formalised in the Scheme of Delegation.

## THE BOARD

The Board is responsible for the same three core governance functions performed by the governing body in a maintained school: setting the direction, holding the Executive Headteacher to account and ensuring financial probity. As charity trustees and company directors, the Board must also ensure that it is complying with charity law and company law requirements.

As noted in the Scheme of Delegation, the following decisions are reserved to the Board:

- 1 to consider any proposals for changes to the status or constitution of the Trust and its committee structure (including the membership of each committee),
- 2 to appoint the Chair and/or Vice Chair,
- 3 to appoint the Executive Headteacher, Heads of School, the finance director/operations manager(FDOM) and the Clerk to the Trustees,
- 4 to approve the annual budget and a five year strategic plan for the Trust,
- 5 to make major decisions about the direction of the Trust,
- 6 to monitor the performance of the Trust through the use of an approved operating and capital expenditure budgets and other data, and
- 7 to approve the Trustees' report and annual accounts.

The Board meets termly in the Spring and Summer terms and half-termly in the Autumn term. The quorum for a meeting is 50% of the actual membership of the Board. The term of office for individual Trustees is four years. Trustees may be reappointed subject to their continuing eligibility.

## FINANCE AND GENERAL PURPOSES COMMITTEE

**Under the Scheme of Delegation, the FGPC is responsible for all matters relating to finance (including the Trust's risk management, financial control, value for money and annual reporting framework), personnel policies, facilities and health and safety. Its specific responsibilities are:**

- 1 To ensure that there is appropriate oversight of financial transactions and to review the Trust's Financial Procedures Manual and make recommendations to the Board for approval.
- 2 To review the risks to internal financial control at the Trust and agree with the peer reviewer a programme of work to address, and provide assurance on, those risks.
- 3 To report to the Board annually on the effectiveness of the Trust's internal control framework, procedures for compliance and whether management has discharged its duty to have an effective internal control system.
- 4 To exercise delegated powers as set out in the Trust's Financial Procedures Manual including the power to approve expenditure and banking arrangements on behalf of the Board and to write off assets.

- 5 To review annually the schools' staffing establishment and make recommendations to the Board for approval.
- 6 To review and consider with management the identification of any risk management issues and thereby assess the risks involved in the Trust's business and how they are controlled and monitored by management.
- 7 To review and maintain the Risk Register and report to the Board annually on the effectiveness of the Trust's risk management framework, in relation to the core strategic objectives of the Trust.
- 8 To review the annual budget and make recommendations to the Board for its approval.
- 9 To review reports prepared by the FD and ensure that there is regular monitoring of actual income and expenditure (including capital expenditure) against budgets,
- 10 To review and report to the Board on any financial projections or plans.
- 11 To consider all relevant reports by the FD, including reports on expenditure on pupil premium, achievement of value for money and the response to any management letters.
- 12 To discuss with the external auditor, before the audit commences, the nature and scope of the audit and to review steps taken by the auditor to respond to changes in regulatory and other requirements..
- 13 To review with management the audit fee and audit engagement letter and to ensure that the provision of any non-audit services does not impair the external auditor's independence or objectivity.
- 14 To review with the external auditor, and challenge where necessary, the actions and judgements of management in relation to the accounts, to review, and challenge where necessary, the Trustees' report, the Governance statement, the external auditor's letter of representation and make recommendations to the Board for the approval of these documents.
- 15 To assess annually the qualification, expertise and independence of the external auditor, the effectiveness of the audit process and make appropriate recommendations to the Board regarding the continuation of the external auditor and, if necessary, to oversee the selection process for new auditors and, if an auditor resigns, to investigate the issues leading to this and decide whether any action is required.
- 16 To consider management's response and follow up to any recommendations made by the external auditor and the peer reviewer and to review with them any fraudulent or illegal acts, deficiencies in internal control (identified by whomsoever)
- 17 To monitor compliance with the funding agreement and statutory financial requirements.
- 18 To approve human resource and health and safety policies and review these from time to time.
- 19 To establish grievance, dismissal and appeals committees for the staff grievance, capability, discipline and dismissal procedures.
- 20 To approve policies for Data Protection and compliance with the Freedom of Information Act and review these from time to time.
- 21 To review the Trust's procedures for handling allegations from whistleblowers from time to time.
- 22 To review the Trust's procedures concerning the prevention and detection of fraud and financial crime.
- 23 To review its own performance, composition and terms of reference annually to ensure that it is operating effectively, and recommend any changes it considers necessary to the Board.

The FGPC usually meets at least termly and the quorum for a meeting is 50% of the membership of the Committee

## **ACADEMIC OUTCOMES COMMITTEE**

**Under the Scheme of Delegation, the Academic Outcomes Committee is responsible for agreeing targets for pupil achievement, receiving regular reports on pupil progress and achievement and towards achieving those targets and monitoring information on the quality and effectiveness of teaching and learning in the target related curriculum. Its specific responsibilities are:**

- 1 To receive information at least termly on pupil progress and achievement and to consider action required for improvement.
- 2 To approve targets for pupil's achievement and monitor progress on these.
- 3 To monitor information on the quality and effectiveness of teaching and learning in the target related curriculum (Reading, Writing and Maths) and to consider action required for improvement.
- 4 To monitor progress on key issues from Quality Assurance and OFSTED visits.
- 5 To provide reports to the Board and the SCGs summarising pupils' achievement and the effectiveness of teaching and learning.
- 6 To review its own performance, composition and terms of reference annually to ensure that it is operating effectively, and recommend any changes it considers necessary to the Board.

The AOC usually meets termly with separate sessions for each school being held one after the other. The quorum for each session of a meeting is one member of the Board, one member of the respective SCG and the Executive Headteacher and either the Head of School or the Deputy Headteacher.

## **PAY COMMITTEE**

**Under the Scheme of Delegation, the Pay Committee is responsible for developing and monitoring the implementation and annual review of the Trust's performance management policies. Its specific responsibilities are:**

- 1 To ensure that the pay policies for all staff are statutorily compliant, including where relevant the School Teachers' Pay and Conditions Document.
- 2 To review pay policies including the impact of any changes to nationally recommended pay rates, to ensure that the policy is applied equitably and consistently for all staff.
- 3 In accordance with the pay policy, to determine appropriate pay ranges for all staff employed by the Trust, including allowances and temporary recruitment and retention payments where appropriate.
- 4 To review the schools' staffing structure (as approved by the Board) specifically in respect to pay relativities of posts in the structure and to ensure accurate and up to date person specifications and job descriptions are maintained to inform pay decisions with an up to date record of staffing structure being included as an appendix to the pay policy.

- 5 To review pay increases on the recommendation of the head teachers / FD and ensure that such decisions are fair and equitable and link with the Trust's Appraisal policy.
- 6 To establish sub-committees for performance review for the Executive Headteacher, Heads of School and the FDOM.
- 7 To ensure that external advice is sought where appropriate, particularly in respect of salary matters relating to the head teachers.
- 8 To ensure annual pay statements are issued to all staff in accordance with the school pay policy.
- 9 To ensure that the proposed overall pay award is within budget (by liaising with the chair of FGPC) and to provide reports to the Board summarising pay awards for both teaching and non teaching staff and any issues arising during the review process,
- 10 To review its own performance, composition and terms of reference annually to ensure that it is operating effectively, and recommend any changes it considers necessary to the Board.

The PC meets twice yearly and the quorum for a meeting is 50% of the membership of the Committee.

### **SAFEGUARDING COMMITTEE**

**Under the Scheme of Delegation, the Safeguarding Committee is responsible for monitoring the schools arrangements for ensuring the children are safeguarded within schools. Its specific responsibilities are:**

1. To keep under review the Trust's safeguarding policies and procedures, taking into account the LA's model policies, legal requirements and views of staff operating the policies and procedures
2. To keep abreast of changes in the law and national and local advice and ensure this is incorporated into the Trusts policies.
3. To review the relevant policies by rota and monitoring links with external agencies
4. To monitoring the annual audit of safeguarding provided to the LA and the resultant actions plans.
5. To report to the Board on safeguarding within the Trust.

The committee comprises the Safeguarding Governor for the Trust, the Executive Headteacher, the Finance Director and Operations Manager, the Assistant Head for Inclusion from both schools'( or alternative suitable replacement).

The SAFE meets termly and the quorum for a meeting is 50% of the membership of the Committee.

## SCHOOL COMMUNITY GROUPS FOR EACH SCHOOL

**Under the Scheme of Delegation, the School Community Group for each school is responsible for ensuring the delivery of a broad and balanced curriculum, that all pupils have access to a high quality education provision in line with the shared mission and values, that feedback from pupils and parents and stakeholders is obtained systematically and acted on and reported back and that the School Improvement Plan is monitored and implemented. Its specific responsibilities are:**

- 1 To ensure that there each school has a broad, balanced and inclusive curriculum for all pupils which promotes the values agreed by the Board.
- 2 To contribute to the development of the School Improvement Plan and to carry out a rolling review of progress on each area, holding school leaders to account for this, and receiving reports from Quality assurance visits.
- 3 To review the school's self-evaluation (SEF), forming a view of the strengths and weaknesses of the school.
- 4 To support the Head of School in relation to the school culture and ethos (RRSA)
- 5 To receive reports from AOC on pupil progress and achievement and ensure that any action required for improvement has been implemented.
- 6 To receive information at least termly on pupil attendance and consider any action required.
- 7 To support parent communication and community engagement.
- 8 To ensure that feedback from pupils and parents and stakeholders is obtained systematically and acted on and to report back on outcomes to the Board and to the parties concerned.
- 9 To monitor the use of pupil premium, assess its impact and provide an annual report to parents on its use.
- 10 To keep the effectiveness of the pupil behaviour policy under review and carry out statutory duties relating to pupil exclusion.
- 11 To receive reports from Head of School on pupil discipline, racist and homophobic incidents.
- 12 To receive report from School's safeguarding lead and ensure any issues identified have been actioned.
- 13 To ensure that individual local governors engage with the school and report back to the Committee accordingly, for example through taking lead monitoring responsibilities, involvement in the parent focus group, school visits or participating in school activities and acting as ambassadors for the school in the community.
- 14 To appoint a lead local governor for Special Educational Needs and Inclusion and keep the effectiveness of policies and pupil progress under review.
- 15 To appoint a lead local Governor for health and safety and keep health and safety issues under review and reporting to FGPC where there are any matters of concern.
- 16 To be responsible for the implementation of the complaints procedure at school level.
- 17 To consider and, once agreed, recommend to the Board for approval, any school-specific policies.
- 18 To review its own performance, composition and terms of reference annually to ensure that it is operating effectively, and recommend any changes it considers necessary to the Board.

Each SCG meets at least termly and the quorum for a meeting is 50% of the membership of the Committee.