



Learn-AT
Learning ~ Fellowship



Learn-AT
Governance
Framework

**Trustee Committee
Terms of Reference**

LAT034 Version 3 Updated May 2023

Terms of Reference for Learn-AT Board School Improvement Committee

2017-18

The Board of Trustees resolves to establish a committee of the Board to be known as the School Improvement Committee.

The Chair and members of the School Improvement Committee shall be appointed by the Board of Trustees, the Chair being a non-executive member of the Board. (*other than its Chair of the Board*).

Board members who are not members of the School Improvement Committee should have the right of attendance. Minutes of meetings of the school improvement committee shall be shared at trustees' meetings. The committee will meet for a minimum of once per term. Unless otherwise agreed, notice of each meeting confirming date, time and agenda with supporting papers shall be sent to committee members no fewer than five working days prior to the date of the meeting. The CEO and/or headteacher representative will normally attend meetings of the committee. Other non-trustees may be invited to attend.

The committee will be supported by a clerk who will minute the meetings.

Authority

The School Improvement Committee is an advisory body with no executive powers. However, it is authorised by the Board of Trustees to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries.

Purpose

The purpose of the School Improvement Committee is to monitor the curriculum, achievement and quality of educational provision across the trust. Monitoring, in these terms, means working with Local Governing Bodies, asking questions and making visits where appropriate, to learn more about the curriculum, its delivery and its impact on pupil outcomes.

Duties

The specific duties of the School Improvement Committee shall be to:

- receive and scrutinise reports from the CEO on pupils' attainment and progress;
- receive and scrutinise reports from the CEO on the quality of learning across the trust;
- advise the Board on the trust's curriculum statutory obligations and the extent to which the trust is meeting those obligations;
- review any proposals from the CEO for changes to the curriculum and to consider the implications and potential impact on resources and learning;
- contribute towards the review, revision and monitoring of the Trust strategic plan;
- review the policies and provision relating to school improvement and curriculum development;
- review any external scrutiny in relation to pupil outcomes across the Trust;

- report at least once a year to the board on the discharge of the above duties;
- review, on a regular basis, its own performance, constitution and terms of reference.

The quorum will be 50% of committee members, rounded up.

These Terms of Reference were discussed and approved by the Board of Trustees on (date).

Signed: Chair of Trustees Date:

Terms of Reference Learn-AT Board Finance Committee

The purpose of the committee is to help the Trust and its Accounting Officer to plan and use its resources and assets wisely and efficiently, manage financial risks and meet its reporting requirements. The committee will oversee, monitor and report to the Board of Trustees on the Trust's finances and financial systems, budget planning, and annual accounts.

The committee will:

- recommend an annual budget and any subsequent changes to the Board.
- keep under review the Trust's relationship with the ESFA and its compliance with financial management requirements.
- monitor the financial position of the Trust and plans for future years.
- support and advise on significant expenditure decisions, in line with the financial scheme of delegation
- review all financial and pay policies, including teacher pensions and insurance, and how they are implemented.
- oversee the production of annual accounts and advise the Board and Members on their sign-off.
- maintain oversight of the operation and development of the financial management arrangements.
- ensure that the principles of "Best Value" are applied to all services and goods purchased and works contracted
- approve and monitor and review the implementation of all Trust Human Resource Policies
- monitor and review the management of recruitment and retention for all staff employed by the Trust within the context of Trust HR policies and develop effective strategies to ensure that the Trust and individual Academies are able to recruit and retain staff.
- assist the Board on its ongoing oversight of all other support operations of the Trust, including Estates & ICT as required.

Membership

The committee will consist of a minimum of three non-staff Trustees, of whom one will be chosen by the committee as the Chair; plus, the CEO (Accounting Officer), or nominated deputy, and the Finance Director as ex-officio members. For any meeting for the committee to be quorate, at least two Trustees plus the CEO or nominated deputy must be present and the meeting must be minuted by a suitably qualified clerk.

Meeting Plan

The committee will meet at least once a term. At each meeting, the committee will consider the minutes from the previous meeting and take a report from the CEO and DFO on the financial position. The Chair will give a report at the subsequent Board meeting.

In addition, the committee will typically consider the following topics at its meetings each term:

<i>Autumn Term</i>	<i>Spring Term</i>	<i>Summer Term</i>
<ul style="list-style-type: none">• election of Chair• review of committee Terms of Reference• review outturn for previous financial year• review of Teachers Pensions audit• review the audited accounts and take to Board and Members for approval	<ul style="list-style-type: none">• review mid-year budget position• review indicative funding position for the following school year and implications for later years• review of finance-related policies which are due for review	<ul style="list-style-type: none">• recommend proposed budget to Board for following year• review of Internal Audit RO visit

Terms of Reference Learn-AT Board Audit and Risk Committee

1. Responsibilities

- to maintain an oversight of the Trust's financial, governance, risk management and internal control systems
 - to report findings termly and annually to the Trust Board and the Accounting Officer as a critical element of the trust's annual reporting requirements.
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2. Authority

- the Audit and Risk Committee is a Committee of the Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
 - the Audit and Risk Committee is authorised to
 - request any information it requires from any employee, external audit, internal audit, or other assurance provider.
 - obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.
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3. Composition

- the membership of the committee will comprise a minimum of 3 trustees.
 - employees of the trust should not be audit and risk committee members, but the accounting officer and chief financial officer should attend to provide information and participate in discussions.
 - the chair of trustees should not be chair of the audit and risk committee.
 - until otherwise determined by the board of trustees, a quorum shall consist of 2 members of the committee.
 - at least one member of the audit and risk committee should have recent or relevant accountancy, or audit assurance, experience.
 - any trustee may attend a meeting of the audit and risk committee, including those who are not members of the audit and risk committee.
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4. Reporting

The Audit and Risk Committee will:

- report back to the Trust Board regularly every board meeting.

5. Coverage

The Audit and Risk Committee will:

- advise the board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. Considerations may include:
 - the auditor's/scrutineer's sector expertise
 - their understanding of the trust and its activities
 - whether the audit process allows issues to be raised on a timely basis at the appropriate level
 - the quality of auditor/scrutineer comments and recommendations in relation to key areas where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers
 - the auditor's/scrutineer's use of technology
- ensure there is co-ordination between internal audit/scrutiny and external audit and any other review bodies that are relevant
- consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- encourage a culture within the trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees
- provide minutes of all Audit and Risk Committee meetings for review at board meetings

External Audit

- review the external auditor's plan each year
- review the annual report and accounts
- review the auditor's findings and actions taken by the trust's SLT in response to those findings
- produce an annual report of the committee's conclusions to advise the board of trustees and members.

Internal Scrutiny

- take delegated responsibility on behalf of the board of trustees for examining and reviewing all systems and methods of control both financial and otherwise and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.
- agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions, and risks.
- advise the trustees on the adequacy and effectiveness of the trust's systems of internal control, governance, and risk management processes,

- consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise the board on any additional or alternative steps to be taken
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Risk Assurance

- At least annually, to undertake a risk mapping exercise to inform the Trust's approach to risk management, internal scrutiny and internal financial and non-financial controls, including (but not limited to) education, health and safety, and human resources.
- Review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
- Review the adequacy and robustness of the Trust's risk register and conduct a review of the risk register at least annually.
- Ensure that risk assurance measures include oversight of risks at constituent academies.
- Keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (e.g. from the ESFA).
- Review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.

Pay Committee Terms of Reference

Purpose:

The Pay Committee is accountable to the Learn-AT Board of Trustees. It reviews Learn-AT's policies and procedures for the remuneration of all Trust staff and makes policy recommendations for approval by the Trust Board. The committee approves pay recommendations for senior executive leaders.

Membership:

A minimum of 4 trustees. A chair and a suitable qualified clerk will be appointed by the committee.

Executive Trustees (the CEO) are ineligible for full membership of the committee but can attend in an advisory capacity. Executive leaders cannot be involved in decisions relating to their own remuneration. The Trust Board can appoint associate members to the committee where their advice and expertise are relevant to committee business. One member of the Pay Committee must also sit on the Finance Committee.

Quorum:

3 trustees

The chair has a casting vote. The Trust Board can approve the right of associate committee members to vote.

Meetings: The committee will meet at least once a year. Minutes of the committee's meetings will be shared with the board and made available to the public, with confidential sections redacted.

Where the chair is unavailable, a temporary chair will be elected for the purposes of the meeting.

Monitoring:

The committee will be responsible for:

- Making decisions annually about the remuneration of the Trust's senior executive leaders (the CEO, Deputy CEO, Director of Finance and Operations), following the guidance set out in:
 - Academy Trust Handbook
 - CST-Guidance on Setting Executive Pay
 - CST-Code-Principles for Determining Executive Pay
- Where appropriate, monitoring the roles and responsibilities of the Trust's senior executive leaders on an annual basis to determine eligibility for the Teachers' Pension Scheme, following the guidance in Eligibility for the Teachers' Pension Scheme
- Considering and approving the recommendations of the Trust's senior leadership team about awarding performance-related pay progression to the Trust's headteachers and executive headteachers.
- Reviewing and approving the teachers' and support staff pay policies on an annual basis.
- Making sure the teachers' performance review policy is robust, links performance to pay,

can be applied consistently and objectively and has as little impact as possible on teachers' workloads.

- Considering and approving headteachers' recommendations about awarding performance-related pay progression to teachers (where the Trust Board has restricted delegation to an individual school).
- Checking that processes operate fairly.
- Being aware of the impact that pay decisions have on the Trust's and schools' budgets. The committee should take account of views from and provide advice to the Finance Committee as necessary.
- Making sure pay appeals are managed in line with the school pay and appraisal policies.
- In carrying out its work the Committee will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1), and will comply with:
 - the Articles of Association
 - the Principles of Governance
 - the Academies Financial Handbook
 - these terms of reference
 - the Trust's scheme of delegation
 - the Trust's Code of Conduct for Trustees
 - all other relevant Trust policies



Learn-AT

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Learn Academies Trust

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A charitable company limited by guarantee, registered in England
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