

Title	Approved Terms of Reference: TEFAT Board, Committees & Groups
Prepared by	Hugh Greenway & Jem Shuttleworth
Date of approval	Sept 2021 by TEFAT Board
Date of next review	July 2022



TERMS OF REFERENCE: TEFAT BOARD, COMMITTEES and GROUPS

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Introduction

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
- Evaluation to monitor and improve the quality and impact of governance

All levels of governance within the Trust incorporate these features; often referenced as setting the tone, setting the direction, picking the team and asking is it working?

Governance Structure

Trust governance functions

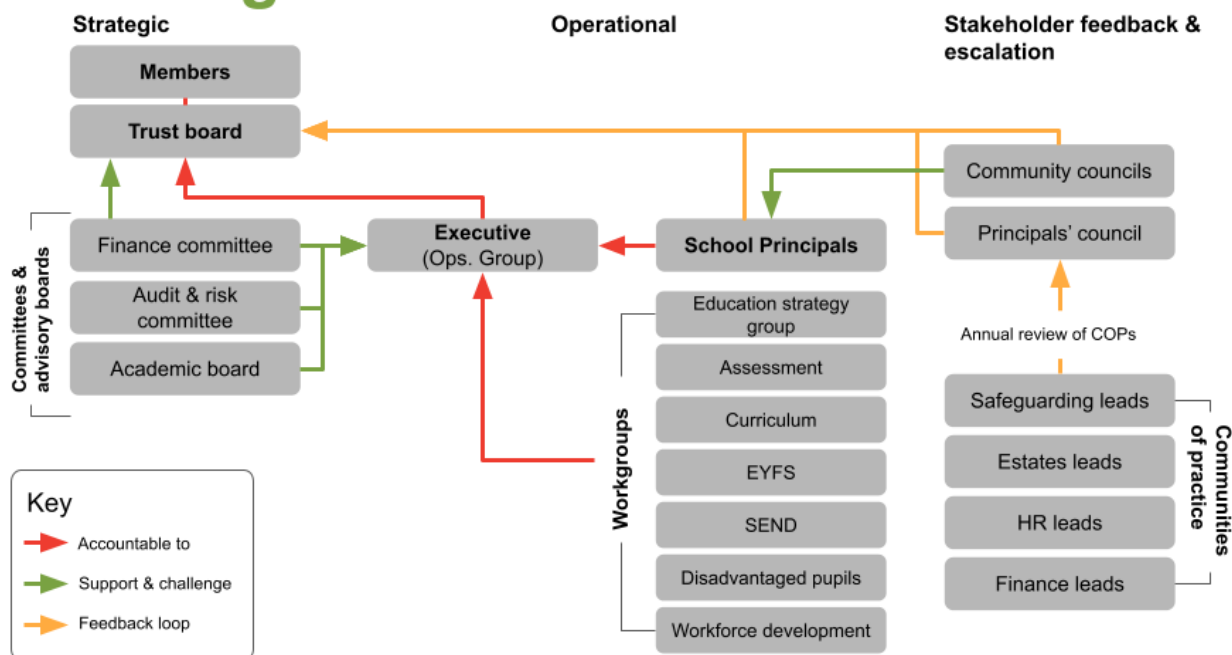
Body	Function	How appointed
Sponsor	Founder and initiator of the vision and purpose	Appointed by DfE
Members	Custodians of the organisation's purpose; appoint and dismiss Trustees	Appointed by Sponsor
Trust board	The responsible body; agrees and oversees strategy; appoints and dismisses CEO, Trust committee members and community council chairs	Appointed by Members
Trust committees & advisory boards	Support Trust board in holding executive to account, approve and recommend policies, challenge performance	Appointed by Trust board
Executive (Ops. Group)	Formulates, recommends and implements Trust strategy, policy and planning; Trust operational management	Appointed by Trust board
Work groups	Support the Executive in the implementation of organisational plans and review of their effectiveness across the Trust	Convened by Executive
School Principals	Shaping, articulating and leading a vision for their school, operational school management	Appointed by Executive
Functional groups	Self managed groups with common interests and/or roles that feedback to the executive on effectiveness of plans	Reviewed by Principals' Council
Community councils	Advisory committees that support and challenge school leadership on school vision, values and curriculum	Chairs appointed by Trust board



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Trust governance structure



TEF

Membership

- Founders
- Trustees
- CEO of TEFAT (ex officio)

Meets

Once per term

Terms of Reference

- Custodian of the vision

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- Critical friend to TEFAT
- Fundraiser
- Relationship with TEFAT governed by Members' Agreement signed in 2014
- CEO required to report on strategy once per annum and provide termly updates on progress

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TEFAT

Current members

- Dr. Caroline Whalley
- Henry Bedford
- Deryn Harvey
- Sue Nath
- TEF Ltd

Meets

- Twice per annum and invited to attend the AGM

Purpose

- As signatories of the memorandum and articles to ensure that Trustees are governing the company in line with its charitable objects
- To appoint and dismiss Trustees in line with the above

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TEFAT Board

Membership

- Trustees (appointed by Members or elected by Trustees)
- Representative of TEF
- CEO of TEFAT (ex officio)
- Principal and governor representatives (elected by Trustees)

Meets

- Six times per annum

Terms of Reference

Terms of Reference	Reference to TEFAT Articles of Association
To set the structure and terms of reference for committees	100,101
To agree a scheme of delegation for each committee	105, 106,
To keep under review all strategies and budgets in order to effectively manage the organisation	105, 106, 129, 130
To ensure that TEFAT at all times manages its business to support wider community aims	5, 105, 106, 129, 130
To influence TEFAT's strategic direction, in light of the above	5, 105, 106, 129, 130
To ensure that forward strategic planning is effective, including the development of work agendas	5, 105, 106, 129, 130

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Board Committees

- Audit and Risk
- Finance
- Community Councils (see separate Terms of Reference)

Executive Groups

- Academic Board
- Operations Group

Membership of board committees and executive groups

- As defined below in each committee or group's individual TOR

Meets

- As defined below in each committee or group's individual TOR

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Workgroups

Membership

- Directorate leads, convenes and services
- Subject specialist reps
- Others by invitation where relevant
- Term of office is for an academic year with the expectation of attendance at all meetings

Meets

- As and when required

Terms of reference

- Aligned to the Education Plan, these groups have a responsibility to:
 - deliver the relevant aspects of the Education Plan, reporting into the ESG
 - oversee any projects forming part of the Education Plan
 - inform the ESG on future requirements and needs
 - define any learning and development needs for the Workforce Development Group

Functional groups

Self managed groups with common interests and / or roles that feedback to the executive on effectiveness of plans.

Reviewed by Principals' Council.

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Section One

Elliot Foundation Academies Trust Audit and Risk Committee Terms of Reference

1 Constitution

1.1 The board of directors (the **Directors** or **Trustees**) of the Elliot Foundation Academies Trust (the **Trust Board**) hereby resolves to establish a committee of the Trust Board to be known as the Audit and Risk Committee (the **Committee**).

1.2 The Directors recognise the overriding principles of the Academy Trust Handbook (the ATH) and that the Audit and Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Committee the Directors will adhere to the principles of the ATH and:

- 1.2.1 staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions;
- 1.2.2 the Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out in paragraph 1.2.1.

2 Membership

2.1 The Committee shall have a minimum of three members and a maximum of five members. A majority of Committee members must be Directors or Trustees of the Trust Board and the Directors or Trustees will ensure Committee members have the necessary skills, background and experience to properly fulfil the Committee functions.

2.2 The Committee's current members are:

2.2.1 See TEFAT website

2.3 The Chair of the Audit and Risk Committee must be independent of the Chair of the Finance Committee

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2.4 Subject to paragraph 2.5, the Committee shall at the first meeting of each academic year elect a member to act as chair of the Committee (the Chair). The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

2.5 No person may act as Chair under paragraph 2.4 unless they are also a member of the Trust Board.

2.6 The CEO shall ensure that a governance professional is provided to take minutes at meetings of the Committee.

2.7 The Committee may invite attendance at meetings from persons who are not Trustees or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

3 Remit and responsibilities of the Committee

3.1 The Committee shall be responsible for the matters set out in the Schedule.

4 Proceedings of Committee meetings

4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but at least three times a year.

4.2 Any two Committee members can request that the Chair convene a meeting by giving no less than [14 days] prior notice.

4.3 The quorum for the transaction of the business of the Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Directors of the Trust.

4.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.

4.5 Each member present in person shall be entitled to one vote.

4.6 Where there is an equal division of votes the Chair shall have a casting vote.

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4.7 A register of attendance shall be kept for each Committee meeting and published on the Trust website following each meeting.

5 Authority

5.1 The Committee is authorised by the Trust Board to:

5.1.1 carry on any activity authorised by these terms of reference; and

5.1.2 seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

6 Reporting Procedures

6.1 Within 14 days of each meeting the Committee will:

6.1.1 produce and agree minutes of its meetings;

6.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board.

(together called the “Committee Reports”).

6.2 The Committee Reports can be agreed by Committee members by email.

6.3 The Committee Reports will be sent to the Trust Board within 21 days following each Committee meeting.

6.4 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

6.5 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

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Schedule of Responsibilities of the Audit and Risk Committee

External Audit

1. To consider the appointment of the external auditor and assess the independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
2. To recommend the audit fees to the Trust Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
3. To oversee the process for selecting the external auditor and make appropriate recommendations through the Trust Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.
4. To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest cooperation.
5. To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
6. To review the performance of the external auditor on an annual basis.
7. To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

Internal Audit

8. To determine and recommend to the Board the scope and nature of arrangements for independent review of financial activities of the Trust; the internal audit function.
9. To review the internal auditor's programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
10. To review, on an exception basis, the reports and recommendations of the internal auditor, together with the appropriateness of management's response.
11. To monitor the implementation of action agreed by management in response to reports from the external auditor and/ or internal auditor.
12. To review the Trust's policy and procedures for handling allegations from whistleblowers.
13. To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
14. To receive reports on the outcome of investigations of suspected or alleged impropriety.
15. To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.

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16. To ensure that any significant losses are investigated and reported to the DfE where required.
17. To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
18. To review the adequacy and robustness of risk registers.
19. To 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, the Responsible Officer, the external auditor and any other relevant independent assurances or reports (e.g from the National Audit Office).
20. To review all risk and control related disclosure statements, together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.

General

21. To review or investigate any other matters referred to the Committee by the Trust Board
22. To draw any significant recommendations and matters of concern to the attention of the Trust Board

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Section Two

Elliot Foundation Academies Trust Finance Committee Terms of Reference

1. Constitution

1.1. The board of directors or Trustees (the **Directors** or **Trustees**) of The Elliot Foundation Academies Trust (the **Trust Board**) hereby resolves to establish a committee of the Trust Board to be known as the Finance Committee (the **Committee**).

2. Membership

2.1. The Committee shall have a minimum of three members and a maximum of five members. A majority of Committee members must be Directors or Trustees of the Trust Board and also may include one additional person who is not a Director or Trustee.

2.2. The Committee's current members are:

2.2.1. See TEFAT website

2.3. Subject to paragraph 2.4, the Committee shall at the first meeting of each academic year elect a member to act as chair of the Committee (the **Chair**). The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

2.4. No person may act as Chair under paragraph 2.3 unless they are also a member of the Trust Board.

2.5. The CEO shall ensure that a governance professional is provided to take minutes at meetings of the Committee.

2.6. The Committee may invite attendance at meetings from persons who are not Directors or Trustees or Committee members to assist or advise on a particular

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matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

3. Remit and responsibilities of the Committee

3.1. The Committee shall be responsible for the matters set out in the Schedule.

4. Proceedings of Committee meetings

4.1. The Committee will meet as often as is necessary to fulfil its responsibilities but at least three times a year.

4.2. Any two Committee members can request that the Chair convene a meeting by giving no less than [14 days] prior notice.

4.3. The quorum for the transaction of the business of the Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Directors or Trustees of the Trust.

4.4. Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.

4.5. Each member present in person shall be entitled to one vote.

4.6. Where there is an equal division of votes the Chair shall have a casting vote.

4.7. A register of attendance shall be kept for each Committee meeting and published annually.

5. Authority

5.1. The Committee is authorised by the Trust Board to:

5.1.1. carry on any activity authorised by these terms of reference; and

5.1.2. seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

6. Reporting Procedures

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6.1. Within 14 days of each meeting the Committee will:

- 6.1.1. produce and agree minutes of its meetings;
- 6.1.2. provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board.
- 6.1.3. (together called the “Committee Reports”).

6.2. The Committee Reports can be agreed by Committee members by email.

6.3. The Committee Reports will be sent to the Trust Board within 21 days following each Committee meeting.

6.4. The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

6.5. The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

Schedule of Responsibilities of the Finance Committee

1. To consider the academies’ indicative funding, notified annually by the DfE, and to assess its implications for each academy, in consultation with the Principal, and for the Trust as a whole, drawing any matters of significance or concern to the attention of the board.
2. To consider and recommend acceptance/non-acceptance of each academy’s budget, at the start of each financial year. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the TEFAT and academy development priorities.
3. To contribute to the formulation of each academy’s development plan, through the consideration of financial priorities and proposals, in consultation with Principals, with the stated and agreed terms and objectives of each academy.

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4. To receive reports on staffing, as appropriate, and make recommendations about the financial aspects of matters being considered.
5. To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for each academy.
6. To establish and maintain a structure for delegated financial authority.
7. To establish and maintain a Trust procurement guide and ensure a register of high value contracts is maintained and kept up to date.
8. To monitor reports of cashflow.
9. To monitor summary reports of actual expenditure and income by Academy against budget supplied by the Finance Director.
10. To monitor all material movement of current assets and liabilities within consolidated monthly management reports.
11. To monitor summary reports of forecast end of year out-turn by Academy supplied by the Finance Director.
12. To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Trust Board, paying particular attention to:
 - critical accounting policies and practices, and any changes in them
 - decisions requiring a major element of judgement
 - the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
 - the clarity and transparency of disclosures
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with DfE and legal requirements
13. To review any recommendations made by the Secretary of State for Education for improving the financial management of the academies

General

14. Convening, as required, the Remuneration Committee to consider remuneration in line with the Trust Pay Policy.
15. Reviewing or investigating any other matters referred to the Committee by the Trust.
16. Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

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Section Three

Elliot Foundation Academies Trust Academic Board Terms of Reference

1. Constitution

1.1. The board of directors (the **Directors** or **Trustees**) of the Elliot Foundation Academies Trust (the **Trust Board**) hereby resolves to establish a group to be known as the **Academic Board**.

2. Membership

2.1. The Group shall have a minimum of five members appointed by the Board. The Trustees will ensure that Group members have the necessary skills, background and experience to properly fulfil the identified Group functions.

2.2. The Group shall have at least three serving Principals with representation drawn from Research School (s), Expert Teacher programme, TEFLA and Centres of Excellence.

2.3. The Group shall consider on an annual basis the identified educational priorities for the Trust as a whole, review the skill set of the members of the Group against such needs and where necessary appoint up to two external specialists to the Group.

2.4. The Group shall at the first meeting of each academic year elect a member to act as chair of the Group (the Chair). The Group will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

2.5. The CEO shall ensure that a governance professional is provided to take minutes at meetings of the Group.

2.6. The Group may invite attendance at meetings from persons who are not Trustees or Group members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

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3. Remit and responsibilities of the Group

3.1. The Group shall be responsible for the matters set out in the Schedule.

4. Proceedings of Group meetings

4.1. The Group will meet as often as is necessary to fulfil its responsibilities but at least six times across an academic year.

4.2. Any two Group members can request that the Chair convene a meeting by giving no less than [14 days] prior notice.

4.3. The quorum for the transaction of the business of the Group shall be three members.

4.4. Every matter to be decided at a meeting of the Group must be determined by a majority of the votes of the members present and voting on the matter.

4.5. Each member present in person shall be entitled to one vote.

4.6. Where there is an equal division of votes the Chair shall have a casting vote.

4.7. A register of attendance shall be kept for each Group meeting and published annually.

5. Authority

5.1. The Group is authorised by the Trust Board to:

5.1.1. carry on any activity authorised by these terms of reference; and

5.1.2. seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

6. Reporting Procedures

6.1. Within 14 days of each meeting the Group will:

6.1.1. produce and agree minutes of its meetings;

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6.1.2. provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board.

6.1.3 (together called the “Group Reports”).

6.2. The Group Reports can be agreed by Group members by email.

6.3. The Group Reports will be sent to the Trust Board within 21 days following each Group meeting.

6.4. The Group shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

6.5. The Group shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

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Schedule of Responsibilities for the Academic Board

1. To ensure that each academy is performing at, or above national standards and all children are receiving the best possible education.
2. To receive a termly report from the Education Strategy Group on progress made in the delivery of the Trust Education Plan and
3. To receive a termly report from the Operations Group on the overall health of education across the Trust and thereby:
 - monitor standards and progress relating to children and their learning and challenge underperformance in any academy.
 - evaluate the depth and breadth of the curriculum offer alongside quality of teaching
 - monitor and challenge the use of pupil premium and other catch up premium in raising attainment
4. To receive a termly report from the Workforce Development Group and thereby oversee the impact of CPD across the Trust workforce

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Section Four

Elliot Foundation Academies Trust Operations Group Terms of Reference

Membership

- CEO (chair)
- Finance Director
- HR Director
- Legal and Governance Director
- Estates and Health and Safety Director
- Regional Directors
- Curriculum and Virtual School Director
- Programme Director

Quorum

Three directors

Frequency of meetings

- Fortnightly or as required for operational oversight
- Termly for governance review

Objectives

- To make and recommend decisions where the authority has been delegated from the TEFAT Board expressed in the Scheme of Delegation
- To track key and critical activities of TEFAT
- To agree action to ensure that TEFAT operational activities are on track
- To assess risks and agree mitigation
- To agree working groups for short term requirements