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| Title | Terms of Reference: TEFAT Board, Committees & Groups |
| Prepared by | Hugh Greenway & Jem Shuttleworth |
| Date of approval | October 2018 by TEFAT Board |
| Date of next review | October 2019 |



Background

Following:

- The board approval of the creation of the Academic Board as the Executive Group supporting the board on:
 - All matters related to school performance
 - All teaching school activities
 - All matters relating to the development of teachers and teaching practice across the Trust

Recommendation

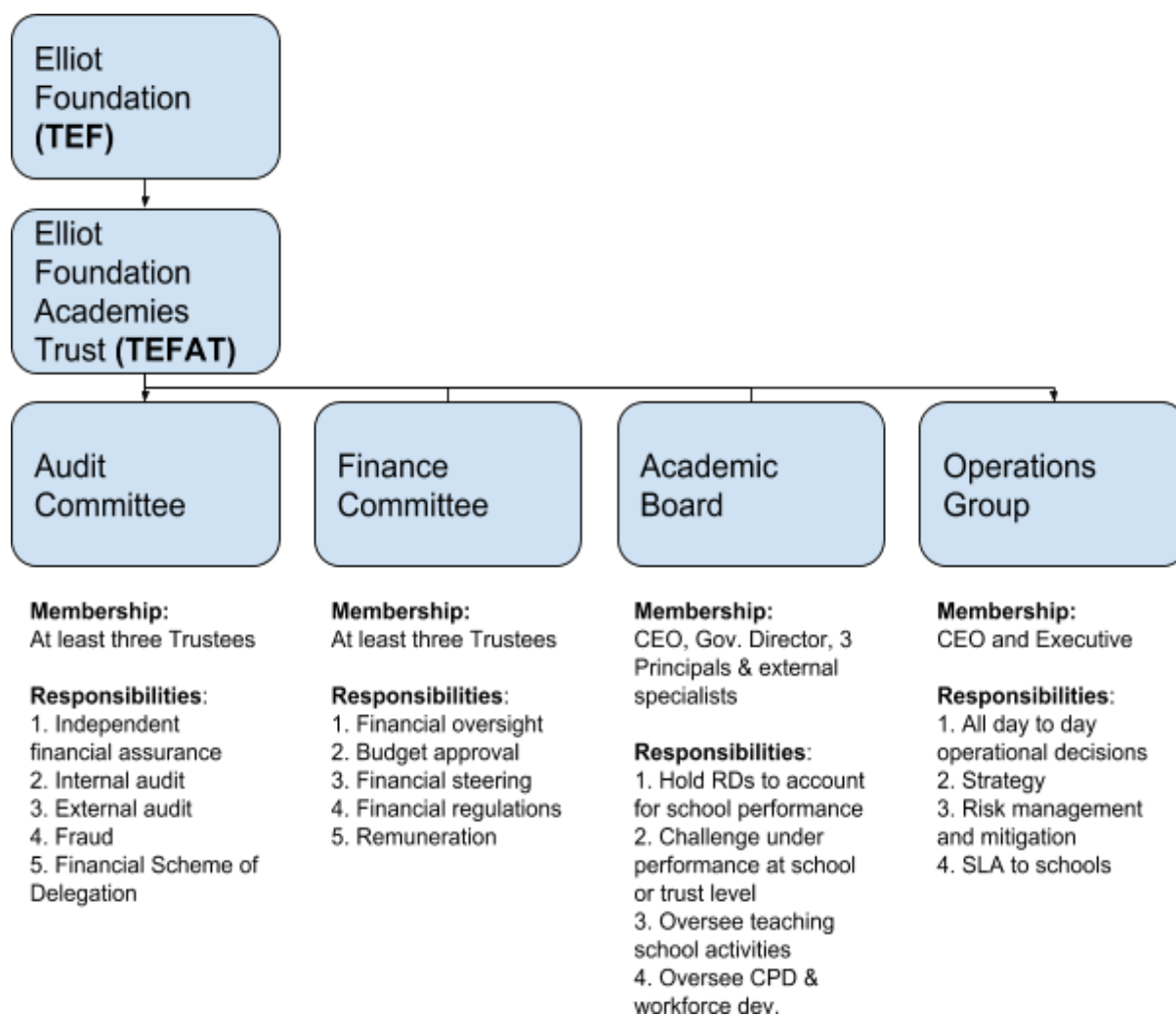
It is recommended that Trustees consider the attached Terms of Reference and subject to any changes approve them

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Elliot Foundation Terms of Reference

Org Chart



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TEF

Membership

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

Meets

Once per term

Terms of Reference

- Custodian of the vision
- 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
- TEF Ltd

Meets

- Once per annum

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

Every eight weeks on a Friday

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
- Finance

Executive Groups

- Operations Group
- Academic Board

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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Directorate liaison groups

Membership

- Director leads, convenes and services
- Principal reps
- Others by invitation where relevant

Meets

As and when required

Terms of reference

- To model a high-level performance environment, within TEFAT and national frameworks
- In relation to each Directorate
 - To critically evaluate areas of work ensuring continuous improvement takes place
 - To review resource allocation to ensure that agreed priorities are achieved
 - To set the direction of work groups linked to strategy and to performance indicators
 - To monitor and evaluate work agendas of short and longer term projects all time bound to achieve specific objectives

Working groups

These come on stream directed through TEFAT or a Directorate Liaison Groups to undertake particular work programmes.

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Section One

Elliot Foundation Academies Trust Audit 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 Committee (the **Committee**).
- 1.2 The Directors recognise the overriding principles of the Academies Financial Handbook (the AFH) and that the Audit 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 AFH 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 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 clerk 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 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

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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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 persons who is not a Director or Trustee.

2.2. The Committee's current members are:

2.2.1. See 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 clerk is provided to take minutes at meetings of the Committee.

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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 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.

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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.
- 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.

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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.
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 authority.
7. To establish and maintain a TEF 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 asset 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.

General

12. Reviewing or investigating any other matters referred to the Committee by the Trust Board.
13. 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 Teaching Schools, Centres of Excellence and a representative appointed by the principals council.

2.3. The Group shall consider on an annual basis the identified 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 clerk 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 four times across an academic year (nominally Sept, Jan, May, July)

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.

6.1.2.1.1. (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

In line with the objectives for all Trust schools, the Academic Board will ensure that each academy is performing at, or above national standards and all children are receiving the best possible education

PURPOSE:

1. Support the aims and ethos of the Trust
2. Focus on the quality and breadth of teaching and learning
3. Monitor standards and progress relating to children and their learning
4. Challenge underperformance in all academies
5. Challenge acceptance of low targets by CEO and Regional Directors
6. Evaluate the impact of T&L on end of year attainment
7. Understand the headlines from ASP and analyse performance trends over time
8. Monitor and challenge the use of Pupil Premium in raising attainment
9. Review TEF policies which relate to raising standards
10. Govern teaching school activities in the Trust
11. Oversee the CPD and workforce development across the Trust and hold to account any suppliers
12. Own, oversee and continuously improve the Expert Teacher and Centre of Excellence processes

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Section Four

Elliot Foundation Academies Trust Operations Group Terms of Reference

Membership

- CEO (chair)
- Finance Director
- HR Director
- Governance & Policy Director
- Estates Director
- Regional Directors

Quorum

Three directors

Frequency of meetings

Weekly or as required

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