



Holyhead

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Holyhead School Academy Trust Membership and Terms of Reference

**Reviewed and Adopted: December
2020 *Current version as at: February
2021***

Academy Trust Membership 2020/2021 Academic Year

Members
Satpal Dass
Dominic Bradley
Samantha Hulson
Isabel Churcher
Vacancy
Vacancy

Governors Appointed by Members (Up to 10)	End of Office
Mr Dominic Bradley	06/12/2024
Mr Andrew Blundell	05/09/2022
Ms Samantha Hulson	30/09/2021
Mr Ian Simms	05/12/2024
Mrs Isabel Churcher	18/07/2021
Mr Tomas Ashley	03/12/2023
Mr David Whyte	03/12/2023
Mr A Bertie	03/12/2023
Mr Trevor Hattersley	03/12/2023
VACANCY	
Parent Governors Appointed by Members (Up to 4)	End of Office
Mr Nasar Ahmed	04/12/2022
VACANCY	
Elected Parents (2)	End of Office
Mr Sajid Hussain	28.1.2025
Mr Saleh Ahmed	28.1.2025
Principal (1)	

Mr Ross Trafford	Ex-Officio
Staff Governors (Up to 3)	End of Office
Mr Andrew Bowen	03/10/2022
Mr Shuhud Mahmood	02.12.2024

Mrs Sandra Jones	31/08/2022
Co-opted Governors (Up to 3)	End of Office
Miss Pauline Carr – Cunnison	4/12/2022
Associate Member	End of Office
John Philip (non-voting)	16/09/2024

Accounting Officer:	Ross Trafford
Chief Financial Officer:	Hari Sidhu
Clerk to the board:	Tina Taylor
Auditors:	Feltons

Chair of trustees: Mr Dominic Bradley **Vice Chair of trustees:** Mrs Isabel Churcher **Meeting**

Dates 2020–2021

	Autumn Term	Spring Term	Summer Term
Trust Board	9 th September 2020 5pm 2 nd December 2020 5pm (Audited Accounts/Management Letter and Governors' Report)	31 st March 2021 5pm	14 th July 2021 5pm (approve Budget for 2019/20)
HR Committee	4 th November 2020 5pm	9 th February 2021 5pm	8 th June 2021 5pm

Quality & Standards Committee	12 th November 2020 5pm	26 th January 2021 5pm Changed to 23.2.2021	11 th May 2021 5pm
Finance & General Purposes Committee	19 th November 2020 5pm	11 th March 2021 5pm	24 th June 2021 5pm (draft Budget 2021/22)

Roles and Responsibilities

Trustees must have the skills, knowledge and experience to run the academy trust. Understanding the difference roles will help ensure the trust complies with legal and contractual duties.

Members have a similar role to shareholders of a company limited by shares. They:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up

Trustees* should focus on three core functions:

- ensuring clarity of vision, ethos and strategic direction
- holding the executive leaders to account for the educational performance of the organisation and its pupils, the performance management of staff
- overseeing and ensuring effective financial performance

The Academies Financial Handbook 2020 stresses the importance of Trustees taking ownership with regards to assessing the academy trust's ability to continue as a going concern.

Academy trusts must not have de facto trustees (defined in appendix 1 of the Charities SORP) or shadow directors (defined in section 251(1) of the Companies Act 2006).

**Trustees of the academy trust are both charity trustees and company directors. These terms of reference refers to them as trustees. However, in some academy trusts, such as church academies, those on the board are known instead as 'directors'. In church academies, the term 'trustees' is reserved for those on the board of the separate trust owning the land.*

Academies Financial Handbook

The Academies Financial Handbook sets out the financial management requirements that apply to academy trusts. Academy trusts must comply with the handbook as a condition of their funding agreement. It provides an overarching framework for implementation of effective financial management and control.

Academies Financial Handbook 2020

NB: Academy trusts completing financial statements for the period ending 31 August 2020 should refer to the 2019 edition of the handbook.

Governance Handbook/Competency Framework for Governance The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook, which describes the following features of effective governance and will aid compliance with the Academies Financial Handbook:

Governance Handbook March 2019

Competency Framework for Governance January 2017

Terms of Reference

The board of trustees and its committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management. Board meetings must take place at least three times a year (and business conducted only when quorate). **If the board meets less than six times a year it must describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings.**

The board has delegated functions to the committees as detailed. Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The quorum for meetings is specified in the trusts articles of association.

Committees

Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The clerk to the board will undertake the clerking of the committees.

The committee minutes shall be included as an agenda item for consideration/information at the next meeting of the board of trustees appropriate.

All decisions made by committees with delegated powers should be reported to the next meeting of the board of trustees. If the minutes are not finalised a brief statement of the conclusions reached should be given.

The chair of the committee will be appointed at the first board of trustees/committee

meeting of the academic year.

Committees will have delegated powers to approve policies as relevant to that committee.

The board cannot delegate overall responsibility for the academy trust's funds. However, it must approve a written scheme of delegation of financial powers that maintains robust internal controls.

Review of committees and delegation

The board of trustees must review the committee structure, terms of reference for each committee and the membership of each committee on an annual basis.

Virtual meeting arrangements

The board of trustees has approved the use of "virtual attendance" at meetings (approved at trust board meeting on 9th September 2020).

For full details, please refer to the Virtual Governance Policy.

Top 10 'musts' for chairs and other trustees

Personal responsibilities

- Apply highest standards of conduct and ensure robust governance, comply with charitable objects, with duties as company directors, with charity law and the funding agreement

Structures

- Ensure the board of trustees meets at least three times a year, and conducts business only when quorate
- Approve a written scheme of delegation of financial powers

Relationships

- Manage conflicts of interest, be even-handed with related parties, and ensure goods or services provided by them are at no more than cost, beyond the limits as specified in the Academies Financial Handbook

Money and oversight

- Ensure the board approves a balanced budget for the financial year and minutes their approval
- Share management accounts with the chair of trustees monthly, with the other trustees six times a year, and consider when the board meets, taking action to maintain financial viability
- Ensure decisions about executive pay follow a robust evidence-based process reflecting the individual's role and responsibilities, and that the approach to pay is transparent, proportionate and justifiable
- Appoint an audit committee (either dedicated or combined with another committee) to advise on the adequacy of the trust's controls and risks

Accountability and audit

- Submit audited accounts to ESFA by 31 December
- Ensure an appropriate, reasonable and timely response to findings by auditors, taking

opportunities to strengthen financial management and control

HR Committee

The committee has responsibility delegated by the board of trustees to:

Staffing:

- Oversee the effective management of high-quality strategic HR and leadership. □ Ensure the appropriate people policies, procedures, guidance are in place and bespoke to the academy.
- Monitor the implementation of HR policies and procedures. This includes pay, appraisal/performance management, grievance, disciplinary, recruitment, whistleblowing, staff sickness, special leave, code of conduct, headteacher/teachers standards, restructures/redundancy etc.
- Monitor the effective management of long- and short-term absence and special leave requests, including costs to the school.
- Attend disciplinary, grievance, capability meetings/hearings, appeals and other relevant HR meetings as necessary in line with the roles of the HR committee. □ Be part of recruitment and selection process only for senior leadership positions. □ Monitor recruitment equal opportunity compliance, such as fair advertising and selection of roles, salaries on appointment etc.
- Monitor the quality and effectiveness of HR/employment legal advice and support in line with ensuring added value for the school, staff and young people.
- Monitor legal/employment compliance/duties, such as employment legislation, safeguarding, pre-employment checks, pay and conditions, performance management, contracts of employment, best practice, Nolan principals, pay benchmarking etc
- Monitor that all staff are clear who they report to, such as clear line management structure and job descriptions/person specifications.
- Undertake the Principal appraisal and pay and benefits review in line with a robust evidence-based process to ensure that they are reasonable and there is a defensible reflection of the individual roles and responsibilities (Academies Financial Handbook (June 2020 edition)). Ensure the publication of executive pay in line with of ESFA requirements.
- Ensure the appraisal and pay policy is aligned, including monitoring fair and consistent application of pay awards, gender/ethnicity etc.
- Decide on the cost of living annual increase for associate staff and other relevant pay awards.
- Ensure all HR records are held securely.
- Review the staffing structure of the school annually ensuring that it meets the requirements of the curriculum and is in line with the school improvement plan.
 - Review staff work/life balance initiatives, working conditions and well-being.

- Implement the appraisal policy and monitor teacher appraisal process. □ Monitor how much money is spent on CPD activities for teaching and associate staff to ensure added value.
- Monitor equal opportunities data.
- Contribute to the strategic leadership and people agenda and vision for the school, such as workforce planning.

Any item referred by the board of trustees

Membership

1. Ms S Hulson In Attendance (to be invited to Committees) 2. Mr R Trafford 1. Mr Y Idris (Lead)
3. Mr A Bowen 2. Ms H Sidhu
4. Mr I Simms
5. Mr D Bradley
6. Pauline Carr-Cunnison

Quorum as per articles of association – minimum 3

Chair of Committee	Ms S Hulson
Clerk	Mrs T Taylor

Quality & Standards Committee

The committee has responsibility delegated by the governing board to:

- Review/approve all policies relevant to the curriculum and roles of the committee

Achievement:

- Review information on school performance to include ASP & OFSTED data dashboard. □ Monitor and review school targets.
- Monitor and review in year progress for all year groups and all groups of pupils. □ Compare school performance against national data.
- Reporting to parents according to statutory requirements.
- Monitor achievement for all groups of pupils (inc. pupil premium).
- Monitor pupils work and carry out pupil conversations.
- Monitor school target setting systems and how this is reported to parents.

Teaching and Learning:

- Review data published by DfE ensuring the school is meeting standards. □ Ensure support & action plans are in place for all teachers who are not at least good. □ Monitor and review quality of teaching across the school.
- Monitor teaching for groups of pupils (inc. pupil premium).

- Monitor intervention groups for all groups of pupils.
- Monitor homework arrangements.

Curriculum:

- Ensure the school is meeting national curriculum requirements and review the curriculum policy statement ensuring it meets pupils' needs.
- Monitor and review the curriculum with a focus on basic skills.
- Monitor skills coverage of curriculum in all subjects.
- Parental engagement.
- Review and update SEF (self-evaluation form).
- Monitor and review school improvement plan.
- Monitor how school are developing pupils' spiritual, moral, social and cultural development.

Behaviour and attendance:

- Review behaviour and attendance policies.
- Monitor school behaviour
- Review and monitor attendance data against school and national

targets. **Any item referred by the full governing board**

Membership

In Attendance

<ol style="list-style-type: none"> 1. Mrs I Churcher 2. Mr D Bradley 3. Mr A Bowen 4. Mrs S Jones 5. Pauline Carr-Cunnison 6. Mr David Whyte 7. Mr Tomas Ashley <p style="text-align: center;"><i>Minimum of three members required for quorum</i></p>	<p>To be invited to Committee:</p> <p>Ross Trafford (Principal) Mr D Knox (Lead) Ms Dinesha Reddy (Lead) Mr J Phillip (ALPS) – Associate non-voting</p>
<p>Chair of committee</p>	<p>Mrs I Churcher</p>
<p>Clerk</p>	<p>Mrs T Taylor</p>

Finance and General Purposes Committee

The committee has responsibility delegated by the board of trustees to:

Finance:

- Review/approve all policies relevant to finance and roles of the committee. □ Approve the annual budget and present it to the board of trustees for ratification.
- Approve the budget forecast return outturn (BFRO) and present it to the board of trustees for ratification.
- Approve the three-year budget forecast return (BFR3Y) and present it to the board of trustees for ratification.
- Receive and review monthly management accounts (*Management accounts must be shared with the chair of trustees every month irrespective of the trust's size, and with the other trustees six times a year*)
- Ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure. □ Select key financial performance indicators and measure its performance against them regularly, including analysis in its annual trustees' report as explained in the Accounts Direction.
- Ensure that any investment risks are properly managed.
- Approve expenditure and virements of sums over **£30,000**, sums below that amount are delegated to the Principal.
- Assess the financial progress towards achieving the objectives in the school improvement plan.
- Review and approve a written scheme of delegation of financial powers that maintains robust internal controls.

Procurement

- Ensure that spending has been for the purpose intended and there is probity in the use of public funds.
- Ensure spending decisions represent value for money.
- Ensure internal delegation levels exist and are applied.
- Ensure a competitive tendering policy is in place and applied, and where necessary Official Journal of the European Union (OJEU) procurement thresholds are observed. □ Ensure professional advice is obtained where appropriate.
- Ensure requirements for managing related party transactions are applied across the trust.
- Ensure that 'at cost' requirements are adhered to.
- Review of leases and contracts.

- Obtain quotations with a view to placing contracts/orders, once the relevant committee has drawn up a specification.

□ Report to the Trust on the controls around non-financial risks as well financial ones. □ Internal scrutiny summary document submitted to the ESFA by 31 December annually. □ Produce an annual report of the committee's conclusions to advise the board of trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration. □ School Resource Management Self-Assessment Tool to be completed to appraise the approach in key areas of Resources Management and Governance.

Premises Health and Safety:

- Review the health and safety policy on an annual basis, amend, develop and review any other health and safety related policies or procedures.
- Establish and review an accessibility plan.
- Review e-safety policy and procedures.
- Receive Health and safety audit, and monitor any action plans that come out of the audit.
- Receive a regular report on accident statistics, near misses, incidents of violence or aggression and any RIDDOR incidents.
- Consider any reports provided by inspectors of the enforcing authority under Health and Safety at work Act or any other relevant enforcement authority.
- Comply with current fire safety legislation and regulations
- Ensure risk assessments are carried out and reviewed on a regular basis. □ Review and approve upcoming offsite activities, ensuring that health and safety planning and risk assessments have been undertaken for them.
- Ensure Fire risk assessment is carried out and reviewed annually, any recommendations identified will be transferred to an action plan which will be monitored by trustees to ensure completion.
- Ensure fire log book is maintained and updated.
- Inspect the school site and buildings to enable maintenance and improvement, including security (site visit). The inspection to be documented and any actions monitored.
- Ensure building related maintenance checks have been carried out at appropriate intervals and actions are monitored until completion. This will include but not limited to:
 - Electronic testing – PAT testing
 - Asbestos (where applicable)
 - Annual gas service
 - Glassing risk assessment

- Ladder log
- Playground equipment and gym inspection
- Lifting equipment
- Local exhaust ventilation (where applicable)
- Legionella risk assessment and relevant checks
- Ensure premise log book is being maintained and the premise manager and deputy have attended relevant health and safety training.
- Trustees need to be satisfied that contractors do not pose a health and safety risk whilst on the school premise and should therefore have a system in place to ensure contractors are managed whilst carrying out work on the school premise. The system should identify relevant health and safety information required prior to a contractor coming on site and the process to be followed whilst on site. There should be a procedure for commissioning contractors.
- Consideration should be given to any health, safety and welfare implications posed by new equipment or circumstances.
- Receive reports and audits from health and safety representatives (to include caretaking and cleaning), actions identified should be monitored to completion. □ Monitor the health and safety training that staff and trustees have undertaken and plan any future training required.
- Monitor all safeguarding procedures.
- Keep up to date on any changes in health and safety legislation that may have an impact for the school.
- Review communications and publicity relating to health and safety in the school and where necessary recommend any improvements or changes, how information is communicated and made available within the school.

Any item referred by the board of trustees

Membership

7. Mr R Trafford In Attendance (to be invited to the Committee) 8. Mr A Blundell 1. Miss H Sidhu (Lead)
9. Mr D Bradley
- 10. VACANCY**
11. Mr T Hattersley
12. Mr A Bertie

Quorum as per articles of association – minimum of three members

Chair of Committee	Mr D Bradley
Clerk	Mrs T Taylor

Staffing Committee

The committee has responsibility delegated by the governing board for hearing:	
<ul style="list-style-type: none"> <input type="checkbox"/> Staff grievance and discipline (in line with school policies) <input type="checkbox"/> Staff dismissal, redundancy and redeployment <input type="checkbox"/> Staff capability/management of absence 	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the member of staff <p>Minimum of three members required</p>	
Chair of Committee	To be elected at each meeting
Clerk	

Pupil Discipline Committee

The committee has responsibility delegated by the governing board to:	
<ul style="list-style-type: none"> <input type="checkbox"/> Review the use of exclusions within school, including exclusions of more than 15 school days and exclusions which would result in a pupil missing the opportunity to take a public exam <input type="checkbox"/> Receive and consider any representations lodged by parents of pupils who have been excluded for a fixed term or permanently <input type="checkbox"/> Comply with exclusion procedures in accordance with the LA & DfE guidance Any item referred by the full governing board 	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents or pupils <p>Minimum of three members required</p>	
Chair of Committee	To be elected at each meeting
Clerk	

Complaints Committee

The committee has responsibility delegated by the governing board to:	
<ul style="list-style-type: none"> <input type="checkbox"/> At the relevant stage hear any complaint made under the school complaints procedures <p>Any item referred by the full governing board</p>	
Membership	

- To be made up of members who have no awareness of the original incident and are not known personally to the complainant

Minimum of three members required

Chair of Committee	To be elected at each meeting
Clerk	

Appeals Committee

The committee has responsibility delegated by the governing board for hearing appeals with regard to:

- Pay
- Redundancy
- Staff grievance
- Leave of absence – if appropriate
- Staff dismissal
- Any Item referred by the full governing board

When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the appellant

Minimum of three members required

Chair of Committee	To be elected at each meeting
Clerk	

Pay Committee (can be delegated to a relevant committee)

The committee has responsibility delegated by the governing board to:

- Undertake functions in relation to appraisal and pay progression as determined in the pay policy

Committee to meet once per year in the autumn term

Membership

- 1.
- 2.
- 3.

Cannot be a governor employed by the school	
Chair of Committee	To be elected at each meeting
Clerk	

Principal's Appraisal Committee

The committee has responsibility delegated by the governing board to:	
<input type="checkbox"/> Meet the external advisor to discuss the Principal's performance targets <input type="checkbox"/> Decide whether targets have been met and set new targets annually <input type="checkbox"/> Recommend pay progression to the relevant committee and in accordance with the pay policy <input type="checkbox"/> Undertake mid-year monitoring of the Principal's performance against targets	
Membership	
1. Mr D Bradley 2. Ms S Hulson 3. Mrs I Churcher	
Chair of Committee	To be elected at each meeting
Clerk	

Selection Panel

The panel has responsibility delegated by the governing board for the:	
<input type="checkbox"/> Selection of the Principal and Vice Principal The appointment must always be ratified by the full governing board	
Membership	
1. Ms S Hulson 2. Mr D Bradley 3. Mrs I Churcher All members must be available at all stages of the process	
Chair of Committee	To be elected at each meeting
Clerk	

Special Responsibility Governors

Safeguarding/Child Protection Governor *	Mr D Bradley
SEND Governor	Mrs I Churcher
Health and Safety Governor	All Governors to complete site visits when on site.
Safer Recruitment Governor	Ms S Hulson
Skills Governor	VACANCY
RSA Creative and Culture Governor	Mrs I Churcher
RSA World Beyond School Governor	Mr I Simms
Link Managers for SIP:	
Leadership & Management	Mr D Bradley
Personal Development, Behaviour & Attitude to Learning	Mr I Simms
Quality of Education	Mrs I Churcher / Mr D Bradley

**In accordance with Keeping Children Safe in Education 2020 'Governing bodies and proprietors should have a senior board level (or equivalent) lead to take leadership responsibility for their schools or college's safeguarding arrangements.' The DfE have confirmed that this can be a member of staff, but that person must be a member of the board as well (for example, the headteacher or a staff governor) and that this must be a separate person from the DSL, in order to ensure there is sufficient challenge to the organisation's safeguarding arrangements and performance.*

*** In accordance with the Academies Financial Handbook 2020 'The trust should appoint at least one trustee and one member of staff who other staff can contact to report concerns.'*

Items Delegated to an Individual(s)

Delegation of expenditure and virements

That sums below £10,000 be delegated to the principal.

Disposal of surplus stock

Delegated to Principal with the approval of the chair of the board of trustees.

Delegation of Suspension

That suspension be delegated to the chair of the board of trustees in instances where the principal is the person in question or involved in the case. That the chair of the board of trustees be given delegated powers to lift the suspension after taking advice

from Human Resources or any other organisation providing the service to the school.

Approval for Expenditure

The chair of the board of trustees or chair of finance committee be given approval for expenditure above the set limit prior to the next committee meeting – **only in cases of emergency**

Appointment of Staff (ensure no appointment is carried out by one person alone)

Lunchtime/Cleaning/Administration Support Staff	<ul style="list-style-type: none">• Principal or Vice Principal• Post Line Manager
Educational Support Staff	<ul style="list-style-type: none">• Principal• 1 trustee
Business Manager	<ul style="list-style-type: none">• Principal• 2 trustees
Teaching Staff	<ul style="list-style-type: none">• Principal• 1 trustee
Senior Management Team* <i>* Principal and Vice Principal appointments must be ratified by the relevant body.</i>	<ul style="list-style-type: none">• Principal• 2 trustees