



The Royal School Wolverhampton Academy Trust Membership and Terms of Reference

Reviewed and Adopted: 8 Sept 2020
Current version as at: 8 Sept 2020

Academy Trust Membership

2020/2021 Academic Year

| Members | | | |
|---------------------------------|---------------------|------------------------|----------------------|
| Mr Peter Hill | | | |
| Mr Martin White | | | |
| Dr Keith Bradshaw | | | |
| Governors (trustees) | | | |
| Name | Category | Appointing body | End of office |
| Peter Hill | Appointed governor | Members | 31/08/2024 |
| Steve Bunn | Appointed governor | Members | 31/08/2024 |
| Cherry Reynolds | Appointed governor | Members | 31/08/2021 |
| Lucasz Rzeckowski | Appointed governor | Members | 30/06/2022 |
| Steve Hawke | Co-opted governor | Governing Board | 31/08/2024 |
| Linda Lang | Co-opted governor | Governing Board | 31/08/2024 |
| Jaswinder Kaur Tawana | Co-opted governor | Governing Board | 31/08/2024 |
| Neil Lloyd | Co-opted governor | Governing Board | 31/08/2024 |
| Jon Eagle | Parent governor | Parents | 21/01/2023 |
| VACANCY | Parent governor | Parents | |
| Mark Heywood | Principal | N/A | Ex-officio |
| Accounting Officer: | Mark Heywood | | |
| Chief Financial Officer: | Jo Phillips (CoSec) | | |
| Clerk to the board: | Emma Myers | | |
| Auditors: | Crowe | | |

Chair : Peter Hill

Vice Chair: Steve Hawke

Meeting Dates 2020–2021

| | Autumn Term | Spring Term | Summer Term |
|--|--|--|--|
| Full Governing Board | 08/09/2020 @ 16.00 21/10/2020 @ 16.00 09/12/2020 @ 16.00 | 10/02/2021 @ 16.00 31/03/2021 @ TBC | 26/05/2021 @ 16.00 07/07/2021 @ 16.00 |
| Finance, Audit and Risk Committee | 14/10/2020 @ 16.00 02/12/2020 @ 16.00 | 03/02/2021 @ 16.00 17/03/2021 @ 16.00 | 19/05/2021 @ 16.00 30/06/2021 @ 16.00 |
| Data, Standards and Achievement Committee | 15/10/2020 @ 16.00 25/11/2020 @ 16.00 | 20/01/2021 @ 16.00 | 11/05/2021 @ 16.00 |
| Strategy | 23/09/2020 @ TBC | 31/03/2021 @ TBC | |
| HR Committee | 16/09/2020 @ TBC | 13/01/2021 @ TBC | 23/06/2021 @ TBC |
| H&S Committee | TBC | TBC | TBC |
| Enterprise Committee | 14/10/2020 @ 15.00 02/12/2020 @ 15.00 | 03/02/2021 @ 15.00 17/03/2021 @ 15.00 | 19/05/2021 @ 15.00 30/06/2021 @ 15.00 |
| AGM | | 10/03/2021 @ TBC | |

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. The Royal School Wolverhampton refer to trustees as governors and this booklet references as such. Any reference to 'trustees' should therefore be interpreted as 'governors'.***

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 three Governors, or, where greater any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting.

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

In accordance with Article 123, the Board has approved that *any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that*

- a. he has given notice of his intention to do so by detailing the telephone number on which he can be reached and/or the appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting and*
- b. the Governors have access to the appropriate equipment. If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.*

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

Personnel Committee

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

Pupil Discipline Committee

| | |
|---|-------------------------------|
| The committee has responsibility delegated by the board to: | |
| <ul style="list-style-type: none">➤ 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➤ Receive and consider any representations lodged by parents of pupils who have been excluded for a fixed term or permanently➤ Comply with exclusion procedures in accordance with DfE and ESFA guidance | |
| Any item referred by the board | |
| Membership | |
| <ul style="list-style-type: none">• To be made up of three governors who have no awareness of the original incident and are not known personally to the appellant parents or pupils | |
| Minimum of three governors required | |
| Chair of Committee | To be elected at each meeting |
| Clerk | SIPS Education |

Complaints Committee

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|---|-------------------------------|
| The committee has responsibility delegated by the board to: | |
| <ul style="list-style-type: none">➤ At the relevant stage hear any complaint made under the school complaints procedures | |
| Any item referred by the board | |
| Membership | |
| <ul style="list-style-type: none">• To be made up of three governors who have no awareness of the original incident and are not known personally to the complainant | |
| Minimum of three governors required | |
| Chair of Committee | To be elected at each meeting |
| Clerk | SIPS Education |

Appeals Committee

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|---|-------------------------------|
| The committee has responsibility delegated by the board for hearing appeals with regard to: | |
| <ul style="list-style-type: none"> ➤ Pay ➤ Redundancy ➤ Staff grievance ➤ Leave of absence – if appropriate ➤ Staff dismissal ➤ Any Item referred by the full governing board | |
| <i>When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision</i> | |
| Membership | |
| <ul style="list-style-type: none"> • To be made up of three governors who have no awareness of the original incident and are not known personally to the appellant | |
| <i>Minimum of three governors required</i> | |
| Chair of Committee | To be elected at each meeting |
| Clerk | SIPS Education |

Principal Appraisal

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|--|------------|
| The committee has responsibility delegated by the board to: | |
| <ul style="list-style-type: none"> ➤ Meet the external advisor to discuss the Principal's performance targets ➤ Decide whether targets have been met and set new targets annually ➤ Recommend pay progression to the relevant committee and in accordance with the pay policy ➤ Undertake mid-year monitoring of the Principal's performance against targets | |
| Membership | |
| <ol style="list-style-type: none"> 1. Steve Hawke 2. Peter Hill 3. Neil Lloyd | |
| <i>Minimum of two governors required</i> | |
| Chair of Committee | Peter Hill |
| Clerk | N/A |

Selection Panel

| | |
|--|-------------------------------|
| The panel has responsibility delegated by the board for the: | |
| <ul style="list-style-type: none"> ➤ Selection of the Principal and Vice Principal (Guidance on this process will be provided by your school improvement partner) | |
| <i>The appointment must always be ratified by the Board</i> | |
| Membership | |
| <i>Minimum number of governors as per appointment of staff delegations. All governors must be available at all stages of the process</i> | |
| Chair of Committee | To be elected at each meeting |
| Clerk | N/A |

Admissions Committee

| | |
|---|------------|
| The committee has responsibility delegated by the board of trustees to: | |
| <ul style="list-style-type: none"> ➤ Determine offers of places for the annual admissions round as per the school's admissions policy. ➤ Determine offers of places to 'mid-term' applicants as per the school's admissions policy. ➤ Review the boards admissions rules and make any recommendations for change to the board of trustees. ➤ Ensure publication of the school's admissions arrangements in the school prospectus. <p><i>Taken from Schools Admissions Code – statutory guidance 2014:</i></p> <p><i>Admission authorities must allocate places on the basis of their determined admission arrangements only, and a decision to offer or refuse admission must not be made by one individual in an admission authority. Where the school is its own admission authority the board of trustees, or an admissions committee established by the board, must make such decisions.</i></p> | |
| Membership | |
| <ol style="list-style-type: none"> 1. Mark Heywood 2. Peter Hill 3. Neil Lloyd | |
| Chair of Committee | Peter Hill |
| Clerk | TBC |

Data, Standards & Achievement Committee

The committee has responsibility delegated by the board of trustees 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:

- Challenge pupil number estimates and review these termly.
- Review behaviour and attendance policies.
- Monitor school behaviour
- Review and monitor attendance data against school and national targets.

Safeguarding:

- Ensure that the school meets its statutory responsibilities
- Ensure that the pupils attending the school are safe.

Any item referred by the board of trustees

Membership

1. Steve Hawke
2. Mark Heywood
3. Linda Lang
4. Cherry Reynold

The quorum for meetings is three Governors, or, where greater any one third (rounded up to a whole number) of the total number of Governors appointed to the committee holding office at the date of the meeting.

Chair of committee

Steve Hawke

Clerk

Jennifer Willett

Finance, Audit and Risk 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 over £10,000 and virements of sums over £20,000, 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.
- Receive termly financial statements in relation to the trading subsidiary RWS Enterprises Ltd.
- Challenge pupil number estimates and review these termly.

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.

Audit and Risk:

- Agree and direct a programme of work annually to deliver internal scrutiny that provides coverage across the year.
- Agree who will perform the work.

- Consider reports at each meeting from those carrying out the programme of work
- Consider progress in addressing recommendations.
- Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations.
- Have access to the external auditor as well as those carrying out internal scrutiny, and consider their quality.
- Review the risk register to inform the programme of work, ensuring checks are modified as appropriate each year (*furthermore, the risk register must be reviewed by the full board at least once per year*).
- Review the fixed asset register.
- Assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor's reappointment or dismissal or retendering.
- Report to the board on the adequacy of the trust's financial and other controls and management of risk (*This must include controls around non-financial risks as well financial ones*).

Any item referred by the board of trustees

Membership

1. Steve Bunn
 2. Jon Eagle
 3. Peter Hill
 4. Neil Lloyd
 5. Jaswinder Kaur Tawana
- Mark Heywood – Accounting Officer

The quorum for meetings is three Governors, or, where greater any one third (rounded up to a whole number) of the total number of Governors appointed to the committee holding office at the date of the meeting.

Chair of Committee

Steve Bunn

Clerk

Jennifer Willett

Health, Safety and Premises Committee

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

- 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 actions 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

1. Jon Eagle
2. Mark Heywood
3. Linda Lang

The quorum for meetings is three Governors, or, where greater any one third (rounded up to a whole number) of the total number of Governors appointed to the committee holding office at the date of the meeting.

Chair of Committee

Jon Eagle

Clerk

Jennifer Willett

HR & Performance Management Committee

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

Staffing:

- Review/approve all policies relevant to staffing and roles of the committee.
- Consider applications from staff for variation to contract (secondments, early retirements, leave of absence, reduced working hours etc).
- Ensure all personnel 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, working conditions and well-being, including the monitoring of absence.
- Implement the appraisal policy and monitor teacher appraisal process.
- Equal Opportunities.
- Establish and maintain rolling programme for Disclosure & Barring Service (DBS) Checks.
- Staff training and CPD.

Performance Management:

- Undertake functions in relation to appraisal and pay progression as determined in the pay policy
- Ensure that decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. The board must discharge its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable.

Any item referred by the board of trustees

Membership

1. Steve Hawke
2. Neil Lloyd
3. Jaswinder Kaur Tawana

Mark Heywood – NON VOTING ADVISORY CAPACITY

The quorum for meetings is three Governors, or, where greater any one third (rounded up to a whole number) of the total number of Governors appointed to the committee holding office at the date of the meeting.

Chair of Committee

Jaswinder Kaur Tawana

Clerk

TBC

Annual General Meeting

| | |
|---|------------|
| The AGM must be held annually to: | |
| <ul style="list-style-type: none"> ➤ Approve annual report and financial statement for submission to ESFA. ➤ Appoint auditors for next financial year. ➤ Propose amendments to articles of association (if applicable). ➤ Appointment/retirement of members (if applicable). ➤ Consider the appointment of trustees (if applicable). | |
| Membership | |
| As per articles of association | |
| Chair | Peter Hill |
| Clerk | Emma Myers |

Special Responsibility Governors

| | |
|--|---------------------------------|
| Safeguarding/Child Protection governor * | Steve Hawke |
| SEND governor | Cherry Reynolds |
| Health and Safety governor | Jon Eagle |
| Safer Recruitment governor | Steve Hawke |
| Whistleblowing governor ** | Linda Lang (staff – Angie Dent) |
| Boarding governor | Peter Hill / Lucasz Rzeckowski |

**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 expenditure below £10,000 and virements below £20,000 be delegated to the Principal. Expenditure between £10,001 and £99,999 and virements between £20,001 and 49,999 be delegated to the Finance, Audit and Risk Committee.

Disposal of surplus stock

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

Delegation of Suspension

That suspension be delegated to the chair of the board instances where the Principal is the person in question or involved in the case. That the chair of the board 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 or chair of the Finance, Audit and Risk 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 / Vice Principal / Director of Finance• Post Line Manager |
| Educational Support Staff | <ul style="list-style-type: none">• Principal / Vice Principal / Head of Primary• Post Line Manager |
| Teaching Staff | <ul style="list-style-type: none">• Principal• Post Line Manager |
| Senior Management Team (including Director of Finance) | <ul style="list-style-type: none">• Principal / Head of Primary• 2 governors |
| Head of Primary School / Vice Principal* | <ul style="list-style-type: none">• Principal• 3 Governors |

* Principal and Vice Principal appointments must be ratified by the governing board.