



**Symphony Learning**  
TRUST

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# Terms of Reference

To be cross referenced to the Scheme of Delegation

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Adopted by Symphony Learning Trust on	September 2021
Updated and reviewed by Trustees	10 <sup>th</sup> October 2023
Next Review Due	Every two years or change of regulations

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 **Introduction**

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As a charity and company limited by guarantee, the Trust is governed by a Board of Trustees (the “Trust Board”) which has overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of its academies/schools.

In order to support the effective operation of the Trust and its academies/schools, the Trust Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (“Terms of Reference”) set out the constitution, membership and proceedings of these committees.

## **Functions**

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The main functions of the Trust Board are to:

### **1. Strategy and Leadership**

- Determine the strategic objectives of the Trust and its academies/schools;
- Review the delivery of the strategic objectives of the Trust & its academies/schools;
- Ensure the completion the Register of Business Interests and put in place a procedure to deal with any conflicts of interest and connected party transactions;
- Organise the training programme for Trustees;

### **2. Education and Curriculum**

- Review each academy/school's Development/Improvement Plan in line with the strategic aims (and improvement plan) of the Trust;
- Ensure that appropriate levels of support, challenge and intervention are provided across the Trust to deliver the desired educational outcomes;

### **3. Financial Accountability**

- Establish a Finance and Audit Committee with delegation to review all finance-related matters and bring recommendations to the full Trust Board for its approval.

- Agree a funding model across the Trust (and individual funding models as appropriate for the academies/schools) so as to secure the Trust's financial health in the short term and the long term;

#### **4. Human Resources and Operations**

- Review Discipline and Grievance policies, as well as all other SLT HR policies ;
- Review the Trust Prospectus and website.

#### **5. Trustee Commitment**

***For the Trust Board to carry out its role effectively, Trustees must be:***

- a) Prepared and equipped to take their responsibilities seriously;
  - b) Acknowledged as the accountable body by the Trust's academies/schools;
  - c) Supported by the academies/schools in that task;
  - d) Willing and able to monitor and review their own performance;
  - e) Willing and able to enter into appropriate training whether arranged individually or through the Trust Board;
  - f) Willing to sign the code of conduct (accepting Nolan Principles) and declare any relevant interests
- No Trustee can act on her/his own without proper authority from the Trust Board of Trustees;
  - All Trustees carry equal responsibility for decisions made and, although appointed through different routes (from a range of different academies/schools based upon skills), the overriding concern of all Trustees has to be the welfare of the Trust as a whole.

The Trust Board has established two different types of committee:

- Main Trust Board committees which are established to deal with Trust-wide matters such as finance and human relations (Trust Board Committees); and
- Academy/school committees, referred to as Local governing bodies (LGBs), which are established by the Trust Board to support the effective operation of each academy/school.

The Trust Board will review these Terms of Reference, together with the membership of the SLT Committees at least once every twelve months. These Terms of Reference may only be amended by the Trust Board.



## **Establishing the Committees**

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### **1 Establishing the Committees**

1.1 The Trust Board has resolved to establish the following Trust Board Committees:

1.1.1 Finance and Audit Committee;

1.1.2 Remuneration/ HR Committee

1.1.3 Appeals Committee

1.2 The Trust Board has resolved to establish LGBs for its academies/schools each as a separate committee of the Trust Board. An LGB may act in respect of two or more of its academies/schools. The current list of the SLT academies/schools is set out in Appendix 1.



## **Membership – Trust Board Committees**

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### **2 Membership – Trust Board Committees**

*The membership of the Trust Board of Directors / Trustees will consist of up to 7 people elected by Members. The chair is elected by the Trustees. He/she must not be a local governor and also is not employed at any of the academies/schools within the Trust. Only up to two trustees can also be local governors at any of the academies/schools within the Trust. A maximum of 19.9% of trustees can have a Local Authority connection.*

2.1 Each Trust Board Committee shall have a minimum of three members and maximum of five members. A majority of Trust Board Committee members must be Trustees.

2.2 The Trust Board will appoint and remove all Trust Board Committee members.

2.3 The Trust Board will ensure that Trust Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Trust Board Committee functions.

2.4 The current Trust Board Committee members are set out in the register of committee members maintained by the Trust.

2.5 The Trustees recognise the overriding principles of the Academies Financial Handbook (the AFH) published by the ESFA and that the Finance and 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 Finance and Audit Committee, the Trust Board will adhere to the principles of the AFH and:

2.5.1 Staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and

2.5.2 The Trust's Accounting Officer and CFO (and other relevant senior staff) will routinely attend committee meetings in the capacity set out above.

## **Membership - LGBs**

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**3 Membership – LGBs** (please cross reference with the SLT Terms of Reference specifically for LGBs)

3.1 Each LGB operating in respect of one Academy shall, unless the Trust Board resolve otherwise, have a minimum of five members.

3.2 Each LGB operating in respect of two or more of its academies/schools shall, unless the Trust Board resolve otherwise, have a minimum of six members and a maximum of thirteen members.

3.3 The membership of each LGB shall be as follows (unless the Trust Board resolve otherwise for an individual academy/school):

- Two parents elected or appointed in accordance with the articles of association
- Either the executive headteacher or headteacher in an ex-officio role. Where there is a head of school in addition to an executive headteacher role the ex-officio role must be filled by the 'headteacher in law' with the other party able to attend LGB meetings in a non-voting capacity
- Either one or two staff governor(s) elected by staff of the academy in addition to the ex-officio headteacher role
- Between three and nine other local governors appointed by the local governing body with reference to particular skills and competencies. This can include other parents but not employees of the trust

Additional Co-opted Governors if and when deemed appropriate by the LGB

- Up to two other co-opted governors appointed by the local governing body with or without voting rights with a period of office for up to one year to provide additional short-term skills and capacity as needed.
- The LGB may invite others to join and speak at any part of their meetings in a non-voting capacity. Any such attendees do not count towards a quorum.

3.4 The Trust Board have delegated responsibility to the LGBs to:

- Make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Members, including any question of whether a person is a parent of a registered pupil at an Academy.

- Any election of a parent member which is contested shall be held by secret ballot;
- Make all necessary arrangements for, and determine all matters relating to, the election of staff LGB Members.

3.5 The term of office for any LGB Member shall be four years, save that this time limit shall not apply to the Head Teachers/Executive Head teachers. Subject to remaining eligible, any member may put themselves forward for re- appointment or re-election (as the case may be).



## **Chairs of Trust Board Committees**

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### **1 Chairs of Trust Board Committees**

1.1 The term Chair refers to the person appointed under this paragraph as Chair of the relevant Trust Board Committee.

1.2 Subject to paragraph 4.3, each Trust Board Committee shall, at the first meeting of each academic year, elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.

1.3 No person may act as Chair of a main Trust Board Committee unless they are also a Trustee.

1.4 No person may act as Chair if they are an employee of the Trust.



## **Authority, remit and responsibilities of the Committees**

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### **2 Authority, remit and responsibilities of the Committees**

2.1 Each Trust Board Committee shall be responsible for the matters as set out in Appendix 3.



- 2.2 Each Trust Board Committee is authorised by the Trust Board to:
- 2.2.1 carry out any activity authorised by these Terms of Reference; and
  - 2.2.2 seek appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to cooperate with such requests.



## **Proceedings of Trust Board Committee Meetings**

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### **3 Proceedings of Trust Board Committee meetings**

- 3.1 The Trust Board Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.
- 3.2 Any two Trust Board Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
- 3.3 The quorum for the transaction of the business of a Trust Board Committee shall be a quorum of 3 committee members and no vote on any matter shall be taken at a meeting of the Trust Board Committee unless the majority of members of the Trust Board Committee present are Trustees.
- 3.4 The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the Trust Board Committees.
- 3.5 Every matter to be decided at a meeting of a Trust Board Committee must be determined by a majority of the votes of the members present and eligible to vote on the matter.
- 3.6 Each Trust Board Committee member present shall be entitled to one vote.
- 3.7 Where there is an equal division of votes the Chair shall have a casting vote.
- 3.8 A register of attendance shall be kept for each Trust Board Committee meeting and published on the SLT website.

3.9 Trust Board Committees may invite attendance at meetings from persons who are not Trust Board 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.

3.10 References in paragraph 6 to the "Chair" shall in the absence of the Chair be deemed to be references to the chair of the relevant Trust Board Committee meeting.



## **Conduct of Trust Board Committee Members**

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### **4 Conduct of Trust Board Committee members**

4.1 All Committee members shall observe at all times the provisions of the Trust's code of governance.



## **Committee Members' Interests**

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### **5 Committee Members' Interests**

5.1 Trust Board Committee members are required to declare any business or other interests in any item being discussed at a meeting.

5.2 Each Trust Board Committee member shall disclose his/her interest, withdraw from the meeting and not vote on a matter if:

5.2.1 There may be a conflict between his/her interests and the interests of any of the academies/schools or the Trust;

5.2.2 There is reasonable doubt about his/her ability to act impartially in relation to a matter where a fair hearing is required; or

5.2.3 He/she has a personal interest in a matter (this is where he/she and/or a close relative will be directly affected by the decision of the Trust Board

Committee).



## **Disqualification & Removal of Trust Board Committee Members**

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### **6 Disqualification & Removal of Trust Board Committee Members**

6.1 A person shall be ineligible for appointment to a Trust Board Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

- 6.1.1 Is or becomes disqualified from holding office under the Trust's Articles of Association;
- 6.1.2 Is or becomes disqualified from holding office as a governor of a school or academy;
- 6.1.3 Is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
- 6.1.4 Is barred from any regulated activity relating to children;
- 6.1.5 Is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- 6.1.6 Is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- 6.1.7 Has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Trust Board Committee member;

6.1.8 Refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

6.1.9 Commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Trust Board;

6.1.10 in the case of a LGB/Committee Member, is absent without the permission of the Chair.

10.5 Each Trust Board Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Trust Board.

10.6 The committee will meet a least once a term. Before each meeting the standardised agenda will be issued to all Committee Members by the Clerk to the Committee. The Trustees shall be sent by email, at least 7 days, wherever possible, before a meeting, notice of the meeting, a copy of the agenda, draft minutes of the previous meeting and papers relevant to the agenda items.

**Agreed and adopted by Trustees – 10 October 23**



## Appendix 1

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### **Powers & Functions Delegated to The Local Governing Body (LGB)**

Each Academy has a listing of governors upon its website and any alterations to the governing body in terms of listed governors will be updated on Edubase within 14 days of the alteration being made.

The powers and functions delegated by the Trust Board to the LGB are set out in detail in the Trust's Scheme of Delegation and, in summary, include the following:

- To oversee the running of the its academies/schools in terms of learning, standards, safety and wellbeing;
- To hold local academy leadership to account for academic performance, quality of care and provision;
- To oversee and monitor the effectiveness of learning strategies;
- To ensure that the academies/schools are conducted in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of an Academy, any agreement entered into with the Secretary of State for the funding of the Academy or Its academies/schools and these Terms of Reference;
- Appoint a Finance Lead, who expertise will support the academy in overseeing the financial performance of the school.
- To review and recommend individual annual budgets in June pa for their respective academy, before they are submitted to the Trustees for final approval;
- To review and recommend interim reforecasts, to ensure sound budget decisions are undertaken by the academy;

- To consider budget monitoring information and make recommendations to the Head teacher / Executive Head teacher in relation to any potential overspending;
- To act as a critical friend to the Head teacher / Executive Head teacher (including but not limited to advice in relation to annual budget proposals);
- To adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them in order to support the Trust Board and its committees in relation to proper use of funds & delivering high quality educational provision;
- To represent the views of the community (including but not limited to in discussions on budget issues that relate to community engagement and activity and make recommendations to the Head teacher / Executive Head teacher;
- Appoint a Health and Safety Lead, who maintains oversight and takes a special interest in H & S and it remains on the academy's agenda.
- To support the Head teacher / Executive Head teacher in recruitment and selection, grievance, disciplinary and exclusion processes where appropriate;
- To promptly implement and comply with any policies or procedures communicated to the LGB/Committee by the Trust Board from time to time. LGBs also have delegated responsibility to review and ratify many of the school policies (some of which are statutory) including, Accessibility,

Behaviour, Curriculum, Equality Plan, Instrument of Government, Restraint, SEND, Sex and Relationships Education, Safeguarding and Health & Safety;

- To support the Trust's senior management staff to deal with parental complaints pursuant to the Trust policy on parental complaints;
- To draw any significant recommendations and matters of concern to the attention of the Trust Board via the Trustee/ LGB liaison Committee;
- To provide an annual report to the Trust Board of Trustees listing the strategic and monitoring work of the LGB and stating any perceived barriers in the next academic year.

**The responsibilities of the Local Governing Body include:-**

- Ensuring values and objectives for the school are in place and in operation;
- Setting and agreeing the school improvement strategy with priorities and targets; □ Building an understanding of how the school is led and managed;
- Monitoring whether the school is:
  - Working within agreed policies
  - Managing its finances well
  - Engaging with stakeholders
  - Reporting to the Trust Board.
- Acting as the panel when reviewing the Executive head teacher's/ head teacher's decisions on exclusions, and parents' complaints; □ Forge links with the community;
- Act as an ambassador for the school.

**The Local Governing Body will ensure accountability, by:-**

- Supporting the Trust Board in the appointment of the Head teacher/ Executive head teacher;
- Appoint the other Members of the senior leadership team;
- Monitoring the educational performance of the school and progress towards agreed targets; - Alongside the CEO, performance managing the Executive Head teacher/Head teacher;
- Contributing to school self-evaluation.

**The Local Governing Body will oversee financial performance, by:**

- Setting the School Improvement budget;
- Monitoring spending against the budget;

- Ensuring money is well spent and value for money is obtained; - Ensuring risks to the organisation are managed.





### **Powers & Functions Delegated to the Finance and Audit Committee**

The powers and functions delegated by the Trust Board to the Finance and Audit Committee are as follows;

- To produce and monitor critical accounting policies and practices, and any changes in them;
- To make decisions requiring a major element of judgement;
- To assess the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed;
- To monitor significant adjustments resulting from the audit;
- To uphold the going concern assumption;
- To ensure compliance with accounting standards;
- To ensure compliance with DfE and legal requirements;
- To ensure that correct individual academy budget monitoring is carried out by each Academy. This will be undertaken by the Chief Finance Officer, an attendee of the Finance and Audit meetings (not a Trustee), who will have access to all academy schools' financial management systems, thus providing the means of ensuring clarity and consistency of financial reporting in each academy;
- To review the Trust's policy and procedures for handling allegations from whistleblowers;
- To consider and approve the annual SLT budget (this will in turn be also presented to the SLT Trustees for final approval and to Members to ensure they are fully aware of the annual budget);

- To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption;
- To receive reports on the outcome of investigations of suspected or alleged impropriety;
- To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements;
- To ensure that any significant losses are investigated and reported to the DfE/EFA where required;
- To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks;
- To review the adequacy and robustness of risk registers;
- 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, internal audit, the external auditor and any other relevant independent assurances or reports (eg from the National Audit Office);
- To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board;
- To review any recommendations made by the Secretary of State for Education for improving the financial management of the Its academies/schools.

## **General**

- To review or investigate any other matters referred to the Finance and Audit Committee by the Trust Board;
- To draw any significant recommendations and matters of concern to the attention of the Trust Board;