



The Rivers  
C.of E. Academy Trust

## **Terms of Reference for School Improvement Boards**

July 2019

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# Terms of Reference for School Improvement Boards

## I.0 In this document

### I.1 Glossary –

“The Trust”	means The Rivers Cof E Academy Trust means, a company limited by guarantee having registered number [09199371]
“Articles”	means the Articles of Association of the Trust
“Members”	“responsible for ensuring the Trust achieves its charitable objectives”
“Trustees”	means those persons appointed as directors and trustees of the Trust. The Trustees deliver and are responsible for the core governance functions and ensure Trust business is conducted in compliance with company and charity law
“Company Secretary”	means the Company Secretary of the Trust or any other person appointed to perform the duties of Secretary to the Trust
“Academy”	Means school within the trust
“Chief Executive”	means the person appointed by the Trustees as an employee to oversee and coordinate all Trust activities
“Head”	means the member of staff at the academy who has been appointed by the Trustees to have overall day to day control of and responsibility of the academy
“Executive Head”	an executive head is a headteacher role that has some kind of lead managerial responsibility for more than one school
“Finance Director”	means the person appointed by the Trustees as an employee, under the overall direction of the Chief Executive, to oversee the financial aspects of the Trust

“Board member”	means a member of the School Improvement Board
“Parent Member”	means a member elected to the School Improvement Board by the parents of pupils at the school
“Community Members”	means a member who is elected by the School Improvement Board and is working or living within the community
“Associate”	means a person who is remunerated to attend the School Improvement Board to provide specific skills, knowledge or experience who will not have a vote on matters to be decided and any decisions about admissions, student exclusions, the academy budget, financial commitments or the appointment of Board Members
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Board Member as further detailed within clauses 5.5 to 5.9 of the Memorandum
“Staff Member”	means a member of the staff elected to the School Improvement Board by members of staff of the school

## **2.0 Responsibilities of Trustees**

- 2.1 The Rivers C of E Academy Trust is governed by a Board of Trustees who are accountable to the DfE and have overall responsibility and decision making authority for the work of the Trust, including the establishing and running of the schools operated by the Trust.
- 2.2 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement dated March 2016 and any Supplemental Funding Agreements covering the funding of the Academies within the Trust (together the “Funding Agreements”).
- 2.3 The Trustees are the charity trustees (within the terms of section 177(1) of the Charities Act 2011) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Memorandum and Articles.
- 2.4 The School Improvement Board shall be a Committee of the Trustees established pursuant to articles 100 to 104 of the Articles of Association of the Trust.

## **3. Responsibilities of Finance and Audit Committee**

- 3.1 The Audit and Finance Committee is a Committee of the Board of Trustees and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is

authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.

3.2 The Audit and Finance Committee is authorised to obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of Board. However, the Audit & Finance Committee may not incur expenditure in excess of £10,000 in doing so without the prior approval of the Board of Trustees.

3.3 The role of the Audit and Finance Committee is to:

3.3.1 Maintain an oversight of the Academy Trust's financial governance, financial arrangements, legislative compliance, internal control, risk management and value for money framework;

3.3.2 Oversee allocation of academy and central budgets, monitor performance and budgetary control, advice on priorities for investment.

3.3.3 It will report its findings to the Board of Trustees and the Accounting Officer as a critical element of the academy trust's annual reporting requirements.

3.3.4 The Audit and Finance Committee will support financial management of the trust by promoting a climate of financial discipline and control which will help to reduce the opportunity for financial mismanagement.

### 3.4 **Duties**

3.4.1 The duties of the Audit and Finance Committee are to:

3.4.2 Advise the Board of Trustees and Accounting Officer on the adequacy and effectiveness of the Trust's financial governance, budgetary control, internal control, risk management and value for money systems and frameworks.

3.4.3 Review policy framework and scheme of delegation, at least annually, to ensure compliance with legislation, best practice guidance and to reflect changes to the organisation structure.

3.4.4 Advise the Board of Trustees and Accounting Officer on the allocation of grant funding and charges for central services (top slice). Consider the impact of changes in funding levels and support the Academy Trust to develop financial plans for the short, medium and long term.

3.4.5 Determine key performance indicators and management information required to review management accounts across the Academy Trust.

3.4.6 Support and evaluate actions arising from review of financial reporting and budgetary control (including consideration of School Improvement Board comments).

- 3.4.7 Advise the Board of Trustees and Accounting Officer on priorities for capital investment and systems change/development, including organisation structure.
- 3.4.8 Oversee the Academy Trust's cash flow management, lease agreements and loan arrangements.
- 3.4.9 Consider due diligence findings relating to new academies joining the Academy Trust, including sponsored schools. Where necessary extend the scope of the review. Advise the Board of Trustees and Accounting Officer.
- 3.4.10 Advise the Board of Trustees on the appointment, re-appointment, dismissal and remuneration of the external and regularity auditor.
- 3.4.11 Advise the Board of Trustees on the need for, and then, where appropriate, the appointment, re-appointment, dismissal and remuneration of, an internal auditor or other assurance provider to enable the Board to sign the corporate governance statement in the annual accounts.
- 3.4.12 Advise the Board of Trustees on an appropriate programme of work to be delivered by independent assurance providers (external auditors and responsible officer). This programme of work to be derived from the Audit and Finance Committee's regard of the key risks faced by the academy trust, the assurance framework in place and its duty to report to the Board of Trustees
- 3.4.13 Review the external auditor's annual planning document and approve the planned audit approach.
- 3.4.14 Receive reports (annual reports, management letters etc) from the external auditor and other bodies, for example the Education and Skills Funding Agency and the National Audit Office, and consider any issues raised, the associated management response and action plans. Where appropriate, reports should be referred to the Board or other committee for information and action.
- 3.4.15 Regularly monitor outstanding audit recommendations from whatever source and ensure any delays to implementation dates are reasonable.
- 3.4.16 Review the academy trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately.
- 3.4.17 Consider any additional services delivered by the external auditor or other assurance provider and ensure appropriate independence is maintained.
- 3.4.18 Ensure appropriate cooperation and coordination of the work of the external auditor and Responsible Officer.

#### **4. School Improvement Board's role:**

- 4.1 The Rivers Trust has an approved Scheme of Delegation defining the powers and functions that are reserved for the Board. Copy of Scheme of Delegation is enclosed in Annex A

- 4.3 The SIB is responsible to the Trustees for its actions and follows the expectations of Board Members as laid down by the Trustees in the terms of reference and scheme of delegation.
- 4.4 Promote high standards of achievement and aims to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being.
- 4.5 Be consulted and informed of the school vision, ethos and strategic direction.
- 4.6 Hold heads to account for the educational performance and outcomes of the school and its pupils
- 4.7 Be consulted on the clear priorities and targets for the school.
- 4.8 Ensure that all children, including those with special educational needs, have access to a broad and balanced curriculum
- 4.9 Understand the financial performance of the organisation and making sure its money is well spent. Receive information on the school's budget, including the expenditure of the pupil premium allocation and sports grant fund.

## **5.0 Composition of the School Improvement Board**

- 5.1 The membership of the School Improvement Board shall be determined in accordance with the following provisions –
- 5.2 The total membership shall be not less than 5 (including the Head) and not more than 12 board members
- 5.3 The membership shall comprise:
  - (a) the Head is an ex-officio member;
  - (b) two elected Parent Members;
  - (c) at least one but no more than three elected Staff Members;
  - (d) up to seven community Board Members (for Church of England schools and Faith Ethos Schools, two of these board members to be allocated as Church members, nominated by the SIB with the support of the local faith community)
- 5.4 The Trustees may also appoint optional Associates to provide skills knowledge/and/or experience to the SIB. Associates may attend (but may not vote at) SIB meetings.
- 5.5 Any Board member shall hold and vacate office in accordance with the terms of their appointment but (except in the case of the Head the length of term of office shall be as follows
  - (a) Community Members term of office of 4 years.
  - (b) Parent Members term of office of 4 years
  - (c) Staff Members term of office of 4 years

(d) For Church of England Schools and Faith Ethos: Church members term of office of 4 years  
Unless otherwise requested by the Board member, to the Trustees Board, members retiring at the end of their term of office shall not be eligible for re-appointment.

5.6 The School Improvement Board may continue to act notwithstanding a temporary vacancy in its composition.

## **6.0 Resignation and Removal**

6.1 A Board member may at any time resign from office by giving notice in writing to the Clerk to the School Improvement Board.

6.2 With the exception of the Chair, a School Improvement Board can recommend to the Trust to consider and investigate removal of a Board member.

6.3 The Trustees may terminate the appointment of any Board member whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the academy.

6.4 Any staff member, non-teaching staff member or parent member shall automatically cease to hold office if they cases to be associated with the academy in the capacity in which they were elected.

## **7.0 Persons Ineligible to be Board Members**

7.1 No person shall be qualified to be a Board member unless he is aged 18 or over at the date of his election or appointment. No current student of the academy shall be a Board member however a current student may be invited to attend a meeting of the Board members at the discretion of the Board members.

7.2 A board member shall cease to hold office if he is absent without the permission of the Board Members from all their meetings held within a period of six months. The Chair can then recommend termination of office to Trustees for approval.

7.3 A board member shall cease to hold office if he is disqualified from acting as a Board Member by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

7.4 A person shall be disqualified from holding or continuing to hold office as a Board Member:

7.4.1 If –

(a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

(b) he is the subject of a bankruptcy restrictions order or an interim order.

7.4.2 At any time when he is subject to a disqualification order or a disqualification undertaking under the Company Trustees Disqualification Act 1986 or to an order made under section

429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

7.4.3 If he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

7.4.4 At any time when he is:

- (a) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
- (b) disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.

7.4.5 If he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

7.4.6 Where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

7.4.7 If he has not provided to the Chair of the Trustees a criminal record certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the Chair of the Trustees confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

7.5 Where a person becomes disqualified from holding, or continuing to hold office as a Board member and is, or is proposed, to become such a Board member, they shall upon becoming so disqualified give written notice of that fact to the Secretary.

## **8.0 Conflicts of Interest**

8.1 The income and property of the academy must be applied solely towards the provision of the Objects as detailed in the Articles of Association. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Board Members.



8.2 The procedure detailed at clause 6.8 of the Articles of Association shall apply to the School Improvement Board always provided that, in the case of a Personal Financial Interest for a Board Member who is not also a Trustee, the SIB may meet to authorise the benefit.

8.3 Any Board Member who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Board Member shall disclose that fact to the Board Members as soon as he becomes aware of it. A Board Member must absent himself from any discussions of the Board Members in which it is possible that a conflict will arise between his duty to act solely in the interests of the academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

## **9.0 Appointment of Chair and Vice-chair**

9.1 The Chair of the School Improvement Board shall be appointed by the CEO of Rivers Multi Academy Trust Academies Trust.

9.2 The Vice-Chair of the School Improvement Board shall be appointed by the School Improvement Board.

9.3 If both the Chair and the Vice-Chair are absent from any meeting of the School Improvement Board, those Board Members present shall appoint one of their number to chair the meeting.

## **10.0 Meetings of School Improvement Board**

10.1 The School Improvement Board shall meet at least once in every term, and shall hold such other meetings as may be necessary.

10.2 All meetings shall be convened by the Clerk to the School Improvement Board, who shall send to the Board Member's written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. The agenda shall be prepared by the Clerk to the School Improvement Board with input from the Headteacher and Chair.

10.3 A special meeting of the School Improvement Board shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three Board Members. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.

10.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

10.5 Copies of all notices, agendas, Head's reports and minutes of meetings of the School Improvement Board shall be made available to the Board members seven days' notice of the meeting..

10.6 Minutes of the meeting are to be returned to the Head within seven days on the meeting for approval/amendment, copy is then to be sent to the Chair for approval/comment and final copy made available to the School Improvement Board within 14 days.

## **11.0 Quorum**

11.1 Meetings of the School Improvement Board shall be quorate if three or one-third of Members are present (whichever is greater).

11.2 If the number of Board Members assembled for a meeting of the School Improvement Board does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the School Improvement Board the number of Board Members present ceases to constitute a quorum, the meeting shall be terminated forthwith.

11.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

## **12.0 Proceedings of meetings**

12.1 Every question to be decided at a meeting of the School Improvement Board shall be determined by a majority of the votes of the Board Members present and voting on the question. Every Board Member shall have one vote. Where there is an equal division of votes the chair of the meeting shall have a second or casting vote.

12.2 A Board Member may not vote by proxy.

12.3 No resolution of the Board Members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

12.4 Any Board Member who is also an employee of the Trust shall withdraw from that part of any meeting of the School Improvement Board at which remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

12.5 A resolution in writing, signed by all the Board Members (or all of the members of a committee of the Board Members), shall be valid and effective as if it had been passed at a meeting of the Board Members or (as the case may be) a committee of Board Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members (or the members of a committee, as the case may be).

12.6 Any Board Member shall be able to participate in meetings of the Board Members by telephone or video conference provided that he/she has given reasonable notice to the Clerk and that the Board Members have access to the appropriate equipment.

### **13.0 Minutes and Publication**

13.1 At every meeting of the School Improvement Board the minutes of the last meeting shall be taken as the first agenda item after any apologies and declarations of interest, except in cases where the board members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

13.2 The Clerk to the School Improvement Board shall ensure that a copy of the agenda for every meeting of the Board Members, the draft minutes of every such meeting (if they have been approved by the chairperson of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, made available to the School Improvement Board two weeks after the meeting.

### **14.0 Interim Advisory Board (IAB)**

14.1 The Rivers C of E Academy Trust reserve the right to stand down a School Improvement Board and appoint an Interim Advisory Board (IAB) in one or more of the following circumstances:

- In response to the outcome of an Ofsted Inspection where there is a rating decline or a school moves into the category of serious weakness/inadequate or requires improvement;
- If a school is identified as inadequate or requires improvement in response to the outcome of an annual review of governance;
- Identification of weak governance;
- Any identified safeguarding concern with the school;

14.2 On appointment of the IAB the School Improvement Board is fully disbanded and all delegated responsibilities are transferred to the IAB with immediate effect. The main function of the IAB will be to secure governance of the school and develop a clear basis for improvement. The Trusts' School Improvement Team will work in partnership with the IAB to determine clear priorities and set targets. The IAB will remain in place until the appropriate targets have been made.

### **15.0 Conduct of Board members**

15.1 A copy of the code of conduct for Board members is enclosed on Annex B.

### **16.0 Amendment of Instrument and Rules of Government**

16.1 This document shall be adopted at the first meeting of the SIBs in each academic year.

16.2 This document will be reviewed by the Trustees annually.

### **17.0 Copies of these Terms of Reference**

17.1 A copy of this document shall be given to every Board Member and shall be available for inspection upon request by members of staff during normal office hours at the offices of the academy and the Trust.

### **18.0 Effective Date**

18.1 These Terms of Reference shall come into effect on 4<sup>th</sup> June 2018

Annexes to be included:-

Annex A – Scheme of Delegation

Annex B – Code of Conduct