





Lumen Learning Trust

Learning together for a brighter future

Directors' Committee Terms of Reference

DATE APPROVED BY LUMEN LEARNING TRUST	09/12/2024		
REVIEW DATE Annual	Autumn 2025		
SIGNED EXECUTIVE PRINCIPAL	Mary Ellen McCarthy 	DATE	09/12/2024
SIGNED CHAIR OF DIRECTORS	Jo Roberts 	DATE	09/12/2024

Introduction

As a charity and company limited by guarantee, the Trust is governed by the Board of Directors (the Board), who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust.

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference set out the remit, membership, quorum and responsibilities of the committees, the Board has established.

In summary, the Board has established two different types of committee:

- a) main Board committees which are established to deal with Trust-wide matters such as finance (Board Committees); and
- b) Local Governance Boards (LGBs) which are established as committees by the Board to support the effective operation of the Academies (Committees).

The Board will review these Terms of Reference, together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions and responsibilities of Committees, set out in these Terms of Reference shall also be subject to any changes made by the Board from time to time.

The Board has resolved to establish the following Board Committees as committees of the Board:

- a) Strategy and HR Committee
- b) Education Committee
- c) Business and Management Committee
- d) Pay Committee
- e) Admissions Committee

The Board has resolved to establish LGBs/Committees for its Academies, each as a separate committee of the Board. The terms of reference for the Trust Academies can be found in a separate document Lumen LGB Terms of Reference November 2024-25.

Trust Academies:

- Saxon Primary School
- The Echelford Primary School
- Riverbridge Primary School
- Walton Oak Primary School
- Darley Dene Primary School
- Ewell Grove Primary & Nursery School

At all times the committees will take into consideration the Trust's founding principles, overarching strategy and vision.

Founding Principles

- Education is emancipatory; it enables opportunities and choices about how to live your life
- Provision ***must*** be driven by children's needs - the provision supports and enables them to become happy, successful adults who can treat everyone in their community with respect, regardless of differences.
- Every community school should be at least Good. No family should feel they have to travel or move house to be able to go to the 'good' local school. All local schools should be good.
- Every community is unique and the school serving it should respect and reflect that individuality; one size does not fit all
- Every teacher is a future school leader

Overarching Strategy

- Talent spotting in staff at all levels, supported by a wide range of development opportunities

- Identifying capacity in all aspects of the community; where are the community's strengths? How can we use them to achieve our goals for our children?
- Clear lines of accountability
- Clear and candid communication; credit where it is due and holding to account where necessary
- ***Relentless*** focus on the best possible outcomes for the children

Vision

Our trust's name gives an insight into our vision for our schools. Education, we believe, is the basis for a secure future, a brighter future. By providing a firm foundation through primary education, we are enabling our children to achieve the qualifications they need to gain the employment they want so they can live the lives they want to live.

HR and Strategy Committee – Terms of Reference

- ensuring clarity of vision, ethos and strategic direction. (Ref. Academies Trust Handbook - ATH)
- HR and staffing matters.

Membership

The committee shall consist of the Chair of Directors, Vice-Chair of Directors, Executive Principal, Deputy Executive Principal, HR Director, Generalist Director, Head of Finance & Operations and Operations Manager.

Quorum

The quorum shall be TWO Directors plus the Executive Principal (or nominee).

Meetings

The Committee will meet at least twice per year.

Terms of reference

Strategy

- To set out the Trust's vision, purpose and strategic direction, making recommendations to the Board of Directors, for their consideration and approval.
- To consider strategic risks and other matters of strategic importance to the Trust and report back to the Board of Directors and make proposals / recommendations as appropriate.
- To be available and respond to matters of particular difficulty, sensitivity or urgency and offer support to the Executive Principal, in her management response to the challenge.
- To support the Trust in its ongoing review of the effectiveness of its overall arrangements for governance.
- Recommend to the Trust Board the viability of new Academy sponsorships and setting up of any free schools. This to include all due diligence and financial and risk assessments on any converting educational facility.

Human Resources (HR)

The HR purpose is to be responsible for the consideration of fulfilling the Trust's responsibility, to ensure the sound management of the Trust's Human Resources.

- To consider HR and organisational strategy and receive reports on the impact on organisational performance.
- To recommend, to the Board of Directors, any changes in employees' terms and conditions.
- To keep under review arrangements for staff work/life balance, working conditions and wellbeing.
- Ensure effective measures are in place to promote equality and diversity in employment.
- Ensure the Board of Directors has a senior management succession plan, which minimises the risk to business continuity, in the event of resignations or long-term absence.
- Consider strategies to support the development of future leaders, for the Trust
- Consider the impact of CPD and strategies to ensure good staff are attracted and retained within the Trust and Trust Schools
- Ensure effective arrangements are in place for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- Monitor the application of operations policies.
 - Whistle Blowing
 - Staff Disciplinary, Capability and Grievance

Education Committee – Terms of Reference

- Holding executive leaders to account for the educational performance of the organisation and its pupils. (Ref. ATH)

Membership

The membership of this committee shall include the Executive Principal, Deputy Executive Principal, Chairs of Governors (or representative) and Headteachers of the Trust Schools.

Quorum

This committee has an advisory and monitoring role and no delegated authority.

Meetings

The Committee will meet at least twice per year, in accordance with the pupil progress cycle.

Terms of reference

The Committee will meet and the forum used to consider areas that are working well and areas of concern, from both a school and a Trust wide context. The forum can be used to share best practice and areas for further exploration at LGB level.

Areas of consideration may include, but are not exclusive to:

- Safeguarding
- Pupil Performance – including benchmarking across the Trust
- Quality of Teaching
- Local staffing need
- Attendance
- Pupil needs and resourcing eg SEND provision
- Behaviour
- Stakeholder engagement
- LGB Governance

The Committee will report to the Board with relevant information on the development of Trust schools, in their drive to improve the life choices and opportunities available to the pupils in the Trust.

Business and Management Committee – Terms of Reference

- Overseeing and ensuring effective financial performance. (Ref. Academy Trust Handbook - ATH)
- The committee's oversight **must** extend to the financial and other controls and risks at constituent academies. (Ref ATH)
- The academy trust must be able to show that public funds have been used as intended by Parliament. (Ref ATH)
- Oversight **must** ensure information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the trust and (for MATs) by constituent academies, is accurate and in compliance with funding criteria. (Ref ATH)
- Directing internal scrutiny (Ref ATH)

Membership

The membership of the committee shall consist of the finance director and the accountant director, with additional directors as directed by the Board. In addition to the directors, the following attendees will be invited: Head of Finance & Operations, Operations Manager, a representative from each LGB and the School Business Leaders. Other attendees can be invited at the discretion of the Committee Chair. Should either the finance or accountant director be unable to attend, they can nominate a representative director who, in their absence, would have voting rights.

Quorum

The quorum shall be TWO Directors.

Meetings

The B&M Committee will meet at least once per term, in accordance with the financial management cycle, typically in November, March and June each year.

Terms of reference

Finance

- a) provide assurance to the Board over the suitability of, and compliance with, its financial systems and operational controls.
- b) The Committee must assure themselves:
 - i) spending has been for the purpose intended and there is probity in the use of public funds
 - ii) spending decisions represent value for money
 - iii) internal delegation levels exist and are applied within the Trust
 - iv) a competitive tendering policy is in place and applied, and Official Journal of the European Union (OJEU) procurement thresholds are observed
- c) To receive auditors' reports (for visits outside the annual audit) and to recommend to the Board action as appropriate, in response to any findings.
- d) Make recommendations to the Members, on the appointment of auditors.
- e) To keep under review, the Trust's financial management and reporting arrangements, providing constructive challenge, (where necessary) in relation to interim management and financial accounts statements. Monitoring financial performance against the budget, agree on any corrective action required, and report material divergences to the Board.
- f) Agree a set of key performance indicators for the assessment of the Trust's financial performance (utilising benchmarking tools).
- g) To agree the annual draft budget. To consider each year's planned budget and recommend its approval to the Board.
- h) Review the annual central services funding, withheld from Academies within the Trust to cover responsibilities of the Trust. This to include; maintaining adequate reserves and identification of funding for projects prioritised by the Trust Board

- i) To review three-year financial planning and make recommendations to the Board on risk and mitigations.
- j) To provide challenge, to the Trust, to identify additional funding streams.
- k) To monitor compliance with the framework outlined in the Academies Financial Handbook.
- l) Receive confirmation of statutory reporting compliance.
- m) To review any recommendations made by the Secretary of State for Education for improving financial management in academies.
- n) Review and monitor the application of financial policies.
 - o Finance
 - o Anti-Fraud & Corruption
 - o Directors' Expenses
 - o Staff Expenses and Benefits
 - o Fixed Asset
 - o Gift & Hospitality
 - o Procurement
 - o Charging and Remissions
 - o Business Continuity Plan
 - o Reserves

Internal Scrutiny

- a) direct the trust's programme of internal scrutiny and reporting to the board on the adequacy of the trust's financial and other controls and management of risks.
- b) consider reports at each meeting from those carrying out the programme of work
- c) consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations
- d) have access to the external auditor as well as those carrying out internal scrutiny, receive audit reports, and consider their quality

Operations

- a) To review and monitor policies and impact on all matters relating to facilities and premises including school health and safety.
- b) In consultation with the Operations Manager, keep the Trust's facilities under review and agree a suitable Asset Management Plan.
- c) Receive information on proposed service level agreements and contract reviews and provide challenge (where necessary). The Committee has the delegated approval to approve SLAs and contracts.
- d) Receive capital project proposals and provide challenge (where necessary) and give approval, where there is a consensus of those present, on the project meeting the needs of the MAT / School Improvement and or Asset Management Plan.
- e) To receive assurance, the Trust complies with all appropriate Health and Safety regulations.
- f) Receive update reports on the implementation and any actions / outcomes from GDPR visits.
- g) Receive assurance that all schools in the Trust and the Trust have a procedure for auditing their Single Central Record Checklist and this is completed at least termly.
- h) Monitor the application of operations policies.
 - o Fixed Asset
 - o GDPR

- Health and Safety
- Lettings

Risk Management

- a) Receive recommendations and updates from the Director committees to inform the Trust's overarching risk register. The central register will be maintained by the Head of Finance & Operations and the top risks will be shared regularly at Board meetings. The committee will undertake random sampling exercises of the other risks.
- b) Contingency and business continuity planning, will be under rolling review by the Operations Manager and updates will be shared with the Business & Management and HR & Strategy committees.
- c) Receive confirmation that adequate insurance is in place.

Pay Committee - Terms of Reference

- Holding executive leaders to account for the performance management of staff (Ref. ATH)

Membership

- a) The Board of Directors will annually appoint, from its members, a Pay Committee, with the delegated powers described in the following terms of reference.
- b) The Pay Committee will consist of two Directors, who are not staff of the Trust, together with the Executive Principal (or nominee).

Quorum

The quorum shall be TWO Directors plus the Executive Principal (or nominee) as an attendee.

Meetings

The Pay Committee will meet at least once per year, in accordance with the performance management cycle, typically in November each year, to consider whether the Performance Management Policy has been fairly and robustly applied, for both teachers and support staff.

Terms of reference

The Pay Committee has delegated authority to:

- a) Implement the Pay Policy with reference to staffing and financial budget plans. If the Committee feels it appropriate, any matter may be passed to the Lumen Board of Directors for ratification.
- b) Achieve the aims of the Pay Policy in a fair and equitable manner within statutory and contractual obligations.
- c) Review the application of the criteria of the Pay Policy used to determine the pay of each eligible member of staff in the annual performance review, following the leadership recommendations.
- d) Hear appeals as appropriate relating to pay determination, in accordance with the appeals process.

The Committee shall be required to:

- a) Keep the meetings of the Pay Committee closed to members of the public and restricted to members of the Committee.
- b) Note all decisions and to keep those notes confidential to members of the Pay Committee, Chair of Directors and Finance Manager and Head of Operations.
- c) Keep abreast of relevant developments and advise Directors when the Pay Policy needs to be revised.
- d) Review and monitor the application of staff policies.
 - Pay
 - Performance Management

Admissions Committee – Terms of Reference

- The Lumen Learning Trust is the Admissions Authority for the LLT Schools.

Membership

- The Chair of the Committee will be elected at the start of any meeting of the Admissions Committee.
- The Executive Principal is an ex-officio member of the committee.
- The minimum number of members will be two.
- The members of the Committee will be Directors of LLT, drawn from that group as required.

Quorum

The quorum of the Admissions Committee is two members.

Terms of reference

The Admissions Committee have the delegated authority to:

- a) apply the School's Admissions Policy to in-year admission applications.
- b) the Board of Directors will determine the Trust schools' admissions policies on an annual basis.
- c) the Board of Directors have established an Admissions Committee to discharge the functions conferred on it, in relation to the number of pupils to be admitted to the school, using the in-year application process or to determine the outcome of an application where it does not fit within the Committees termly directive to the Admissions Officer.
- d) The Headteachers will recommend to the Committee the maximum number to be admitted into each year group at their school and identify where the admission of another child would prejudice the provision of efficient education; or the efficient use of resources; or to admit another child would exceed the infant class size cap.
- e) The Admissions Officer will apply the admissions criteria, if the school is oversubscribed, to all applicants and decide which children are to be admitted and which children are to be refused a place, in accordance with the year group number directive agreed by the Committee.
- f) The Committee will consider any application for admission that cannot be determined by the School's Admissions Officer, when applying the directive on year group numbers from the termly meeting of the Committee, when ranking applications in accordance with the School's admission policy.
- g) Where the Committee refuse a request from a parent for admission of their child, the Committee will ensure that the parent is informed of their right of appeal against that decision and how that appeal may be made
- h) The Committee will have full regard to the School Admissions Code and comply with all of the mandatory provisions of the Code.

Meetings

Meetings will be held termly, or as required.