





Lumen Learning Trust

Learning together for a brighter future

Directors' Committee Terms of Reference

DATE APPROVED BY LUMEN LEARNING TRUST	Autumn 2025		
REVIEW DATE Annual	Autumn 2026		
SIGNED EXECUTIVE PRINCIPAL	Mary Ellen McCarthy 	DATE	08/12/2025
SIGNED CHAIR OF DIRECTORS	Jo Roberts 	DATE	08/12/2025

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 by the Board as committees 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) HR and Strategy Committee (which includes Audit and Risk scrutiny, Staffing)
- b) Education Committee
- c) Business and Management Committee (which includes Finance, Premises, Health and Safety)
- d) Pay Committee
- e) Admissions Committee
- f) Local Governing Bodies (LGBs)

The Board has resolved to establish Committees/LGBs for its Academies, each as a separate committee of the Board. The terms of reference for the Trust Academies can be found in the separate document Lumen Learning Trust Local Governing Bodies Constitution and Terms of Reference.

Trust Academies:

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

Conflicts of Interest

All Directors are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- a) all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
- b) interests of related persons such as parents, spouses, children, personal and business partners where influence could be exerted by that person over a Director or member of staff.

The Governance Professional shall be responsible for maintaining a register of business interests including nil returns.

Each meeting of the Directors including all Committees shall include a standing agenda item for those attending to declare any changes to their declarations of interest.

No Director shall receive any payment for their work as a Director, other than payment of out reasonable out of pocket travel, accommodation and other expenses, which shall be subject to the prior written approval of Chair of Directors and in accordance with the LLT Governors.

Committee structure

The Directors may appoint committees with functions related to the Trust. The constitution, membership and proceedings of any committee shall be determined by the Directors under terms of reference.

Each committee shall be chaired by a Director.

Membership of a committee may include persons who are not Directors provided that (with the exception of LGBs) a majority of the members of the committee are Directors.

Except in the case of a LGB, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

The Directors shall ensure that they receive adequate feedback on the work of any committees.

Committees will act in an advisory capacity to the Directors, except where powers have been specifically delegated to them by the Directors. The specific committees to be appointed are as follows:

The terms of reference of each committee of the governing body must be approved by the full governing body and reviewed at least once in every twelve months. They provide the sole, agreed framework within which each committee operates.

HR and Strategy Committee – Terms of Reference

- Ensuring clarity of vision, ethos and strategic direction.
- Audit and risk
- HR and staffing matters.

Membership

The committee shall consist of the Chair of Directors, Vice-Chair of Directors, and 2 additional Directors, one of which has a HR specialism

The Executive Principal, Deputy Executive Principal, Head of Finance and Head of Operations attend the committee to provide information and participate in discussions.

Quorum

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

Meetings

The Committee will meet at least three times per year.

In accordance with the Academy Trust Handbook 2025, should the Chair of this committee be the Chair of Directors another Director member of this committee (provided that they are not the Chair of the Business & Management committee) will chair all specific agenda items where risk is discussed and approved.

Terms of reference

Strategy

- a) To set out the Trust's vision, purpose and strategic direction, making recommendations to the Board of Directors, for their consideration and approval.
- b) 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.
- c) To support the Trust in its ongoing review of the effectiveness of its overall arrangements for governance.
- d) 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.

Audit and Risk

- a) 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. This includes review of the Risk Register.
- b) To direct and approve 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.
- c) Ensure that risks are being addressed appropriately
- d) Report to the board on the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks.
- e) Agree a programme of work annually to deliver internal scrutiny that provides coverage across the year, agree who will perform the work and consider their reports and the trust's progress in addressing recommendations.
- f) Review the ratings and responses on the risk register to inform the programme of work
- g) Have access to the external auditor, as well as their internal scrutineers

- h) Receive recommendations from the Business and Management committee to inform the Trust's overarching risk register. The central register will be maintained by the Head of Finance and the top risks will be shared regularly at Board meetings.
- i) Ensure information submitted to the DfE that affects funding is accurate and complies with funding criteria.
- j) Employees will not participate as members when audit matters are discussed.

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.

- a) To consider HR and organisational strategy and receive reports on the impact on organisational performance.
- b) To recommend, to the Board of Directors, any changes in employees' terms and conditions.
- c) To keep under review arrangements for staff work/life balance, working conditions and wellbeing.
- d) Ensure effective measures are in place to promote equality and diversity in employment.
- e) 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.
- f) Consider strategies to support the development of future leaders, for the Trust
- g) Consider the impact of CPD and strategies to ensure good staff are attracted and retained within the Trust and Trust Schools
- h) 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.
- i) Monitor the application of 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 e.g. 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 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)

Membership

The membership of the committee shall consist of one director with finance expertise, with additional directors with commercial and/or operational expertise as directed by the Board. In addition to the directors, the following attendees will be invited: Head of Finance, Head of Operations, and a representative from each LGB. Other attendees can be invited at the discretion of the Committee Chair. Should either of the two directors with finance expertise 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.

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 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 Trust Handbook.
- l) To monitor work of the trust Sustainability Lead and review the Climate Action Plan on a termly basis;
- m) Seek assurance annually (Spring Term) that school Food Standards are being adhered to by the Schools and all external catering providers;
- n) Receive confirmation of statutory reporting compliance.
- o) To review any recommendations made by the Secretary of State for Education for improving financial management in academies.

Internal Scrutiny

- a) consider reports at each meeting from those carrying out programmes of work
- b) consider outputs from other assurance activities by third parties including governance reviews, funding audits and investigations
- c) 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 Head of Operations, 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.

Risk Identification

- a) Identify and recommend financial and operational risks to the HR & Strategy committee for inclusion in the central risk register.
- b) Contingency and business continuity planning, will be under rolling review by the Head of Operations and updates will be shared with the Business & Management and HR & Strategy committees.
- c) Receive confirmation that adequate insurance is in place.

Policies

Review and monitor the application of policies.

- Finance Manual
- Directors' Expenses
- Staff Expenses and Benefits
- Gift & Hospitality
- Charging and Remissions

- Business Continuity Plan
- Reserves
- Investment Policy
- Data Protection
- Health and Safety
- Premises Hire

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 three Directors, who are not staff of the Trust, and the Executive Principal in an advisory capacity.

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 Staff Appraisal Policy has been fairly and robustly applied, for both teachers and support staff. While the Pay Committee can undertake the detailed work of reviewing, benchmarking, and recommending executive pay, the Academy Trust Handbook 2025 requires that all final decisions on executive pay must be formally approved by the full board of trustees.

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, benchmark and make recommendations on executive pay to the Board of Directors using robust scrutiny and ensuring pay decisions are made objectively, proportionally and consistently, protecting the board of Directors from conflicts of interest.
- d) 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.
- e) Recommend to Board of Directors the annual budget needed for the payment of staff.
- f) The Pay Committee will also take into account the school's budget and ensure that appropriate funding is allocated for pay progression.
- g) Hear appeals as appropriate relating to pay determination, in accordance with the appeals process.
- h) Consider and approve annually ex-gratia payments to staff (excluding those proposed to be awarded to the Executive Principal and Deputy Executive Principal which can only be considered and approved by the Board of Directors).

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, Head of Finance, Head of Operations and Governance Professional .
- 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.
 - o Pay
 - o Staff Appraisal

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.