



Lumen Learning Trust

Learning together for a brighter future

DIRECTORS' COMMITTEE TERMS OF REFERENCE

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

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 2017.

Trust Academies:

- Saxon Primary School
- The Echelford Primary School
- Riverbridge 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

Lumen Learning Trust c/o Saxon Primary School, Briar Road, Shepperton TW17 0JB
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- 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.

STRATEGY AND HR COMMITTEE – Terms of Reference

- ensuring clarity of vision, ethos and strategic direction. (Ref. Academies Financial Handbook - AFH)
- 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 and Head of Operations.

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

- 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 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.
- c) 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.
- d) To support the Trust in its ongoing review of the effectiveness of its overall arrangements for governance.
- e) 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.

- 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 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. AFH)

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
- a) 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. AFH)
- The academy trust must be able to show that public funds have been used as intended by Parliament. (Ref AFH)

MEMBERSHIP

The membership of the committee shall consist 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, Head of Operations, a representative from each LGB and the School Business Managers. 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 top-slice 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

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.
- h) Monitor the application of operations policies.
 - o Fixed Asset
 - o GDPR
 - o Health and Safety
 - o Lettings

Risk Management

- a) Receive recommendations and updates from the risk management group, including contingency and business continuity planning.
- b) 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. FAH)

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).

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 Head of Finance 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