

# Terms of Reference



## Document Control

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## Introduction

The Arthur Terry Learning Partnership (the "Trust") operates a growing family of academies (also referred to as schools<sup>1</sup>). It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities, it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes ("Objects") and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission. The Objects are: -

- a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, Church of England model articles for Academy Trusts (the "Company") where the Church is in a minority (i.e. "VC" model) carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:
  - (i) shall include Church of England Academies ("Church Academies" and each a "Church Academy") designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and
  - (ii) may include other Academies whether with or without a designated religious character; but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England. Where an Academy is designated as or recognised as a Church Academy, in relation to the ethos and religious education provided at the Academy the Directors shall have regard to any advice and follow any directives issued by the Diocesan Corporate Member;
- b) for the public benefit, providing childcare facilities in the communities in which the Academies are situated for the physical, intellectual and social development of primarily but not exclusively children under five especially those who are socially and economically disadvantaged; and
- c) for the public benefit to promote for the inhabitants of the communities in which the academies are situated and the surrounding area (provided that for Church Academies in the reasonable opinion of the Trustees such activities do not breach the terms of any governing document regulating the Trustees' ownership of the academy's land) the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

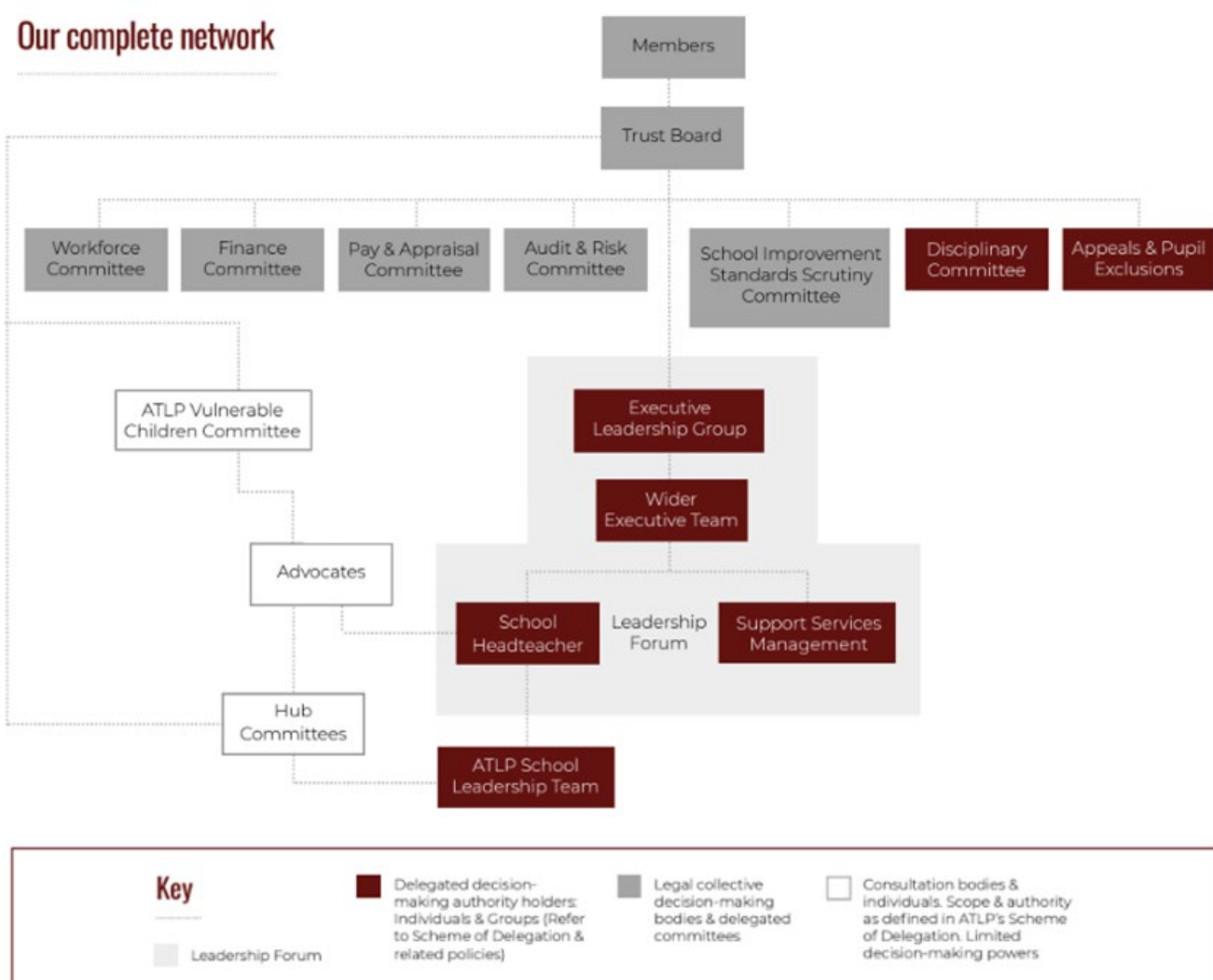
As a company limited by guarantee and to meet the requirements of both company law and its funding agreement, the Trust has multiple levels within its governance structure. These are

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<sup>1</sup> The articles of the Trust may refer to academies but to match current ATLP preference the expression "schools" is used in this document

outlined in the diagram below. As The Arthur Terry Learning Partnership is a single legal entity, a charitable company, with a single board accountable for all the academies within the trust; there is no lead school within the Trust.

In 2022, the Arthur Terry Learning Partnership has made a significant change in its governance structure. The former structure: wherein each individual school within the Trust had a local governing body (“LGB”) with delegated decision-making powers, has been retired. From the commencement of September 2022, 19 individual LGB’s will be replaced with a ‘hub model’ of governance, with 3 wholly-advisory committees comprised of independent individuals working with schools to facilitate external support, challenge and oversight; which will address specific areas of focus on a trust-wide level. As the committees are advisory in nature and no longer hold delegated decision-making powers, the ATLP will actively seek to avoid using the phrase LGB to minimise confusion, using the terminology of ‘Advocate Committee’ and/or ‘Advisory Committee’ interchangeably.



Trustees<sup>2</sup> are the directors of the ATLP, who together comprise the Trust Board who reports to and is accountable to the ATLP's Members. The Trust Board holds overall responsibility and accountability for the operation of ATLP schools. The Trust Board delegates certain functions

<sup>2</sup> The articles of the Trust may refer to Directors or to Governors but to match current DfE preference the expression “Trustees” is used in this document



that relate to the Trust as a whole to board committees and, with specific individual school oversight and functional responsibilities to ATLP Advocates.

- i. The Board committees which are established to deal with Trust-wide matters, that have legal collective decision-making authority are:
  - i. Finance Committee
  - ii. Audit & Risk Committee
  - iii. School Improvement Standards Scrutiny Committee
  - iv. Workforce Committee
  - v. Pay and Appraisal Committee
- ii. Additional Committees which have been established to deal with Trust-wide matters, with delegated decision-making authority are:
  - i. Disciplinary Committee
  - ii. Appeals & Pupil Exclusions

Note – these committees do not have permanent members, members are sourced as required.

- iii. Wholly-advisory trust-wide committees have been established by the Board, comprising a Trustee as Chair and individual school Advocates. As outlined in the Articles, these Committees operate as the local governance level, and have specific remits and terms of reference. The same advisory committees are appointed for more than one school. A minimum of two parents must be included in each committee membership in accordance with ATLP's Articles. The Committees are convened to facilitate Trust-wide oversight, collective improvement and excellence.
  - i. Vulnerable Children Committee
  - ii. Hub committees
- iv. Each individual school within the Trust will work with 4 individuals to provide local school oversight, support and challenge in an advisory capacity, with their roles known as Advocates. Advocates may represent 1 or more schools. Advocates will comprise the majority of members of the respective advisory committees.

## Membership

The full Board is responsible for the appointment, extension and removal of all committee members.

The current Board Committee memberships are outlined on the ATLP website.

## Conduct of Committee members

All Board and committee members shall observe at all times the provisions of the ATLP's Code of Conduct.

## Declaration of Interests

Board and committee members are required to declare any business or other interests in any item being discussed at a meeting.

Each Board & committee member, if present at a meeting, disclose their interest, withdraw from the meeting and not vote on a matter if;

- there may be a conflict between their interests and the interests of any of the Establishments or the Trust;
- there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
- they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the committee in relation to that matter) in a matter.

# Board of Trustees

## Membership

The Trust Board shall comprise trustees (directors) appointed in accordance with the ATLP's articles of association. Accordingly, trustees may be appointed by;

- ATLP Members
- The ATLP Diocesan Corporate Member may appoint two trustees
- Existing trustees; who may co-opt additional directors
- The Secretary of State

The number of trustees shall be not less than five but shall not be subject to any maximum.

Trustee appointments shall be for a period of up to four years which may be extended for up to two additional four-year periods.

The Trust Board shall, for each school year, elect a Chair and Vice-Chair from amongst their number. A Director employed by the Company shall not be eligible for election as Chair or Vice Chair. The Chair or Vice-Chair shall hold office as such until their successor has been elected.

Only members of the Trust Board have the right to attend Trust Board meetings. However, the Chief Executive Officer and Chief Finance and Operations Officer will be invited to attend meetings on a regular basis. Other individuals may be invited to attend all or part of any meeting as and when appropriate.

Only trustees are entitled to vote on trust board matters. Each trustee present in person shall be entitled to one vote. Decisions shall be determined by a majority of the votes of the trustees present and voting on the question. Where there is an equal division of votes the Chair shall have a casting vote in addition to any other vote he may have.

## Secretary

Trustees shall appoint the Governance and Compliance Manager as the secretary of the Trust Board and will ensure that it receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

If the appointed secretary is not available to attend a meeting, the Governance and Compliance Manager may appoint a peer to act as secretary for the purposes of that meeting with the approval of the Chief Executive Officer and/or Chair. Alternatively, trustees may appoint any one of their number or any other person to act as the secretary for the purposes of that meeting.

## Quorum

The quorum necessary for the transaction of business shall be more than half the total number of trustees in post, or 3 if higher.

## Frequency of meetings

The Trust Board shall meet at least six times a year, twice termly at appropriate intervals and otherwise as required.

Outside of the formal meeting programme, the Chair of the Board will maintain a dialogue with key individuals involved in the academy trust's governance, including the Chief Executive Officer, the Chief Financial Operating Officer and the Governance and Compliance Manager.

### **Notice of meetings**

Meetings of the Trust Board shall be called by the secretary of the Board at the request of the Board Chair, Vice Chair or any three of its members.

Unless in the event of an emergency as determined by the Chair, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Board and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Board members and to other attendees, as appropriate, at the same time.

### **Minutes of meetings**

The secretary shall minute the proceedings and decisions of all Trust Board meetings, including recording the names of those present and in attendance.

Draft minutes of Board meetings shall be sent to the Chair of the Board. Once the draft has been approved by the Chair, minutes should be made available to the Board unless, exceptionally, it would be inappropriate to do so. Minutes must be formally approved at the next meeting and form the formal record of the meeting.

### **Engagement with members and stakeholders**

Trustees where possible should attend the Annual General meeting of the ATLP's Members, where they will be entitled to speak.

The Trust Board Chair should seek engagement with Members at frequent intervals, and other key stakeholders on significant matters related to the individual's areas of responsibility.

### **Duties**

The Trust Board is the legally accountable entity of the ATLP. The Trust Board should have oversight of the multi-academy trust as a whole and, unless required otherwise by regulation or statutory guidance, carry out the duties below, as appropriate:

#### ***Primary Responsibilities***

- Ensure clarity of vision, ethos and strategic direction;
- Hold the CEO to account for the educational performance of the academies and their pupils, and the performance management of staff; and;
- Oversee the financial performance of the trust and making sure its money is well spent.

#### ***Governance Responsibilities***

- Approve the Terms of Reference for the Trust Board & its committees.

- Approve the ATLP Scheme of Delegation, delegation of policies, and retained trust-wide policies.
- Approval of Trust's overall vision, strategy & strategic objectives.
- Ensure implementation of a governance structure that establishes and sufficient and balanced oversight and support of leadership, the delivery of appropriate training and professional development.
- Approve appointments to the Committees of the Trust Board, and Advisory Committees, taking into consideration appropriate skillset requirements.
- Ratification of appointment and removal of ATLP Advocates to support the local school level and trust as a whole.
- Determine ATLP's risk appetite, tolerance and strategy, and satisfy themselves that actions taken by ATLP's leadership are consistent with the ATLP's strategy and risk appetite; that policies and procedures are functioning as directed; and that necessary steps are taken to foster a culture that recognizes and appropriately addresses risk management.
- Oversee the continuous development and improvement of schools in conjunction with Trust Board committees.
- Establish arrangements for independent review panels to review permanent exclusions.

### ***People and Leadership Responsibilities***

- Approve the terms and conditions of employment across the ATLP.
- Co-ordinate and participate in appointments of executive staff and headteachers in conjunction with specific conditions noted in the ATLP's Articles of Association.
- Review the effectiveness of management structures.
- Workforce remodelling and ensuring cross-school collaborations for efficiency and effectiveness.
- Approve changes to employee terms & conditions or collective agreements.

### ***Finance Responsibilities***

- Determine levels of expenditure and authorisations within the ATLP, including approval of three-year budget plans and monitoring of budget, allocating finance to individual schools.
- Preparing/approving the annual report, returns and accounts.
- Approval of Trust & School Financial Regulations implementation (incl. accounting policies & practices, internal controls framework and key organisational policies)
- Approval of Trust response to Auditor's management letter
- Approving purchases of goods, services & contracts over £60,000, formal tenders over £100,000 and collective purchase of goods and services as defined in the Scheme of Delegation.
- Approving transactions and payments in accordance with the Trust's scheme of delegation.

### ***School Responsibilities***

- Approval of individual school related items as outlined on the Scheme of Delegation, with specific consideration given to the impact on students, parents and the local communities.

### ***Teaching School Hub Responsibilities***

- Ensure clarity of vision, ethos and strategic direction for the Arthur Terry Teaching School Hub – North Birmingham.

- Hold the Teaching School Hub Team to account for the performance of the TSH against the Department for Education Key Performance Indicators and Delivery Plan.
- Oversee the financial performance of the TSH and ensure its money is well spent.
- Ensure that robust processes are in place for monitoring and quality assuring the work of the Teaching School Hub in relation to:
  - The Early Career Framework
  - The National Professional Qualifications
  - Initial Teacher Training
  - Appropriate Body Services
  - Other Professional Development
  - Trent and Tame Language Hub

### ***Reporting responsibilities***

- The Trust Board shall prepare the Annual Report including the Trustees Report and the Group and Company Financial Statements in accordance with applicable law and regulations.
- The Trust Board will provide ESFA or its agents with information ESFA requires to meet funding requirements, e.g., the removal of auditors.

### **Other matters**

The Trust Board shall:

- Have access to sufficient resources in order to carry out its duties, including access to the governance support function and external legal advice for guidance and assistance as required.
- Be provided with appropriate and timely training.
- Give due consideration to all relevant laws, regulations and statutory guidance, and any other applicable documents, as appropriate.
- Work and liaise as necessary with all board, advisory and staffing committees ensuring interaction between committees and with the academy trust board is reviewed regularly, taking particular account of the impact of risk management and internal controls being delegated to different committees.
- Ensure that a periodic evaluation of the Board and its committee's performance is carried out.
- At least annually, review the terms of reference to ensure they are operating at maximum effectiveness.

### **Chair's Emergency Powers**

The Chair, or in the absence of the Chair; the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any academy within the Trust, any student or employee of the Trust or any other member of the school community as the Chair may think fit in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the Trust Board or a relevant committee in the time necessary to protect such interests. Actions taken by the Chair through these powers shall be reported at the next Board meeting.

### **Policies approval & ratification**

The below policies are reserved for the review and approval of the Trust Board. Approval will be minuted at a Trust Board meeting.

<b>Category</b>	<b>Policy</b>
Administration & Data	<ul style="list-style-type: none"> <li>• Charging &amp; Remissions Policy</li> <li>• Complaints Policy</li> <li>• Artificial Intelligence Policy</li> </ul>
Admissions	<ul style="list-style-type: none"> <li>• Admissions Policy</li> </ul>
Behaviour	<ul style="list-style-type: none"> <li>• Behaviour Policy</li> <li>• Suspensions &amp; Exclusions Policy</li> </ul>
Facilities and H&S	<ul style="list-style-type: none"> <li>• Construction management</li> <li>• Contractors Policy</li> <li>• Health &amp; Safety Policy</li> <li>• Minibus policy</li> <li>• Risk Assessment Policy</li> <li>• Smoke Free Policy</li> <li>• Transport policy</li> </ul>
Governance	<ul style="list-style-type: none"> <li>• Conflicts of interest policy</li> <li>• Equality &amp; Diversity Policy</li> <li>• Risk management policy</li> </ul>
Pupil wellbeing and safeguarding	<ul style="list-style-type: none"> <li>• Accessibility Policy</li> <li>• Anti-Harassment and Bullying policy</li> <li>• Educational Visits Policy</li> <li>• E-Safety Policy</li> <li>• EYFS Principles</li> <li>• Intimate Care policy</li> <li>• Lone Working/Home Visit Guidance Policy</li> <li>• Children in Care Policy</li> <li>• Over Arching Safeguarding and Child Protection Policy</li> <li>• Relationships, Sex and Health Education Policy - Primary</li> <li>• Relationships, Sex and Health Education Policy - Secondary</li> <li>• Special Educational Needs Policy</li> <li>• Supporting Pupils with Medical Conditions Policy</li> <li>• Uniform Policy</li> <li>• Supervision Policy</li> <li>• Separated Parents Policy</li> </ul>
Staffing and human resources	<ul style="list-style-type: none"> <li>• Alcohol substance misuse and addictions policy</li> <li>• Allegations &amp; concerns raised in relation to staff, supply staff and contractors</li> <li>• Appraisal policy</li> <li>• Code of Conduct for Staff Policy</li> <li>• Disciplinary Policy</li> <li>• Dismissal for some other substantive reason</li> <li>• Early career teachers policy</li> <li>• Executive Appraisal policy (referenced in appraisal policy)</li> <li>• Grievance Policy</li> <li>• Maternity, Paternity, Adoption, Parental and Shared Parental Leave Policy</li> <li>• Recruitment &amp; Selection Policy for employees and volunteers</li> <li>• Pay Policy</li> <li>• Organisational Change Policy</li> </ul>

## **Audit & Risk Committee**

### **Membership**

The committee shall comprise at least three members, two of whom must be trustees. If there are more than three members, the majority of members must be trustees. The ATLP Board may decide to appoint other independent and suitably skilled and experienced individuals to the committee where it is deemed to be in the best interests of the ATLP. At least one member of the committee shall have recent and relevant financial, accounting or audit assurance experience and the committee as a whole shall have competence relevant to the education and academy trust sector.

The Chair of the ATLP Trust Board shall not be a member of the committee.

Members of the committee shall be appointed by the full Trust Board, as proposed by the Chair of the Audit and Risk Committee. Appointments shall be for a period of up to four years which may be extended for up to two additional four-year periods.

Only members of the committee have the right to attend committee meetings. However, the Accounting Officer and Chief Financial Operating Officer will be invited to attend meetings of the committee on a regular basis and other individuals may be invited to attend all or part of any meeting as and when appropriate.

Only committee members are entitled to vote on committee matters. Each committee member present in person shall be entitled to one vote. Where there is an equal division of votes the Committee Chair shall have a casting vote. No vote on any matter shall be taken unless the majority of members of the committee present are trustees.

The Trust Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

### **Secretary**

The Governance & Compliance Manager or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **Quorum**

The quorum necessary for the transaction of business shall be two committee members, one of whom must be a trustee member of the committee.

### **Frequency of meetings**

The Audit and Risk Committee shall meet at least three times a year, termly, and at appropriate intervals in the reporting and audit cycle and otherwise as required.

Outside of the formal meeting programme, the committee Chair will maintain a dialogue with key individuals involved in the academy trust's governance, including the Chair of the Board,



the Accounting Officer, the Chief Financial Operating Officer, the external audit lead and the internal auditor.

### **Notice of meetings**

Meetings of the committee shall be called by the secretary of the committee at the request of the committee Chair or any of its members, or at the request of the external audit lead partner or head of internal audit if they consider it necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

### **Minutes of meetings**

The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated to the committee Chair. Once the draft has been approved by the Chair, minutes should be circulated to all committee members & made available to the board unless, exceptionally, it would be inappropriate to do so. Minutes must be formally approved at the next meeting.

### **Engagement with members and stakeholders**

The committee Chair is encouraged to attend the annual general meeting of the ATLP's Members to answer any questions on the committee's activities. In addition, the committee chair should seek engagement with other key stakeholders on significant matters related to the committee's areas of responsibility.

### **Duties**

The committee should have oversight of the ATLP as a whole and, unless required otherwise by regulation or statutory guidance, carry out the duties below, as appropriate.

### **Financial reporting**

- The committee shall monitor the integrity of the financial statements of the academy trust, including its regulatory returns and any other formal statements relating to its financial performance and position, and review and report to the board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor.
- In particular, the committee shall review and challenge where necessary:
  - the application of significant accounting policies and any changes to them;
  - the methods used to account for significant, contentious or unusual transactions where different approaches are possible;
  - whether the academy trust has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements;
  - the clarity and completeness of disclosures in the financial statements and the context in which statements are made; and

- o all material information presented with the financial statements, including the strategic report and the governance statements relating to the audit and to risk management.
- The committee shall review any other statements requiring board approval which contain financial information first, where to carry out a review prior to board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation.
- Where the committee is not satisfied with any aspect of the proposed financial reporting by the academy trust, it shall report its views to the board.

### ***Narrative reporting***

- Where requested by the Trust Board, the committee should review the content of the annual report and accounts and advise the board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for members and other stakeholders to assess the ATLP's performance, business model and strategy and whether it informs the board's statement in the annual report on these matters that is required under legislation, the Charities SORP and DfE guidance.
- The committee will support the Accounting Officer in providing assurance to ESFA and Parliament that public funds have been used appropriately via the Accounting Officer's annual statement on regularity, propriety and compliance, and the governance statement within the audited accounts which demonstrates the academy trust's ability to secure value for money

### ***Internal controls and risk management systems***

The committee shall:

- keep under review the ATLP's internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems;
- review and approve the statements to be included in the annual report concerning internal control, risk management, including the assessment of principal risks and emerging risks; and;
- advise the board on the benefits, or otherwise, of the academy trust participating in the risk protection arrangement (RPA) or obtaining its own commercial insurance provision, taking into account value for money considerations.

### ***Compliance, whistleblowing [speaking-up] and fraud***

The committee shall:

- review the adequacy and security of the ATLP's arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- review the ATLP's procedures for detecting fraud;
- review the ATLP's systems and controls for the prevention of bribery and receive reports on non-compliance;
- review regular reports relating to the adequacy and effectiveness of the ATLP's anti-money laundering systems and controls; and
- keep under review the adequacy and effectiveness of the ATLP's compliance function.

### ***Internal audit***

The committee shall:

- propose to the Trust Board to be put forward to Members the appointment or termination of appointment of the internal auditor in line with the options available under Department for Education and ESFA guidance;
- review and approve the role and mandate of internal audit, monitor and review the effectiveness of its work, and annually approve the internal audit agreement ensuring it is appropriate for the current needs of the ATLP;
- review and approve the annual internal audit plan to ensure it is aligned to the ATLP's key risks and receive regular reports on work carried out;
- ensure internal audit has the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between different functions and that the internal audit function evaluates the effectiveness of these functions as part of its internal audit plan, and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors;
- ensure the internal auditor has direct access to the Chair of the Trust Board and to the Committee Chair's, providing independence from the senior leadership team and accountability to the committee;
- carry out an annual assessment of the effectiveness of the internal audit function and as part of this assessment;
  - meet with the internal auditor without the presence of management to discuss the effectiveness of the function;
  - review and assess the annual internal audit work plan;
  - receive a report on the results of the internal auditor's work;
  - determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the academy trust; and
  - review the actions taken by the senior leadership team to implement the recommendations of internal audit and to support the effective working of the internal audit function;
- monitor and assess the role and effectiveness of the internal audit function in the overall context of the ATLP's risk management system and the work of compliance, finance and the external auditor; and
- consider whether an independent, third-party review of processes is appropriate.

## **External audit**

The committee shall:

- consider and make recommendations to the ATLP Trust Board, to be put to members for approval at the AGM, in relation to the appointment, reappointment and removal of the academy trust's external auditor. It is the duty of the ATLP Trust Board to report the removal of auditors to ESFA.
- develop and oversee the selection procedure for the appointment of the audit firm in accordance with applicable regulatory requirements and good practice, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;
- if an external auditor resigns, investigate the issues leading to this and decide whether any action is required. It is the responsibility of the ATLP Trust Board to formally notify ESFA of the auditor's resignation;
- oversee the relationship with the external auditor. In this context the committee shall:
  - approve their remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
  - approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

- assess annually the external auditor's independence and objectivity taking into account relevant law, regulation, the FRC's Ethical Standard and other professional requirements and the ATLP's relationship with the auditor as a whole, including any threats to the auditor's independence and the safeguards applied to mitigate those threats including the provision of any non-audit services;
- satisfy itself that there are no relationships between the auditor and the ATLP (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
- monitor the auditor's processes for maintaining independence, its compliance with relevant law, regulation, other professional requirements and the FRC's Ethical Standard, including the guidance on the rotation of audit partner and staff;
- monitor the level of fees paid by the ATLP to the external auditor compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements, guidance and the FRC's Ethical Standard;
- assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;
- seek to ensure coordination of the external audit with the activities of the internal audit function;
- evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the committee;
- meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and, at least once a year, meet with the external auditor without management being present, to discuss the auditor's remit, review its work and any issues arising from the audit;
- discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team (including the use of technology);
- review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  - a discussion of any major issues which arose during the audit;
  - the auditor's explanation of how the risks to audit quality were addressed;
  - key accounting and audit judgements;
  - the auditor's view of their interactions with the senior leadership team; and
  - levels of errors identified during the audit
- review any representation letter(s) requested by the external auditor before it is (they are) signed by the senior leadership team;
- review the management letter and the senior leadership team's response to the auditor's findings and recommendations;
- assess the auditor's view of the Accounting Officer's approach and statement in the annual report and accounts relating to regularity; and
- review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the committee.

### ***Risk appetite, tolerance and strategy***

The committee shall:

- Advise the Trust Board in agreeing the ATLP's overall risk appetite, tolerance and strategy, and the principal and emerging risks the ATLP is willing to take in order to achieve its long-

term strategic objectives. The committee should seek assurance on the risks the ATLP Trust Board has identified as those to which the business may be exposed.

- Advise the Trust Board on the likelihood and the impact of principal risks materialising, and the management and mitigation of principal risks to reduce the likelihood of their incidence or their impact.
- Advise the ATLP Trust Board on the risk aspects of proposed changes to strategy and strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focussing on implications for the risk appetite, tolerance and strategy, and taking independent external advice where appropriate.

### ***Risk reporting***

The committee shall carry out the following duties to assist the board in fulfilling its reporting responsibilities in the annual report.

- Review and assess the Trust's risk appetite and associated stress testing.
- Evaluate the ATLP's principal risks, to be taken into account by the board when assessing the ATLP's prospects against the risk register.
- Review and approve the statements to be included in the annual report concerning Internal controls and risk management

### ***Internal controls and risk management systems***

The committee shall oversee and seek suitable assurance regarding:

- The adequacy and effectiveness of the ATLP's processes and procedures to manage risk and the internal control framework, including the design, implementation and effectiveness of those systems.
- The ATLP's capability to identify and manage new and emerging risks.
- The effectiveness and relative costs and benefit of particular controls.
- The effectiveness of management's processes for monitoring and reviewing the effectiveness of risk management and internal control systems and ensuring corrective action is taken when necessary.
- The appropriateness of the ATLP's values and culture and reward systems for managing risk and internal controls, and the extent to which the culture and values are embedded at all levels.

### ***Reporting responsibilities***

- The committee Chair shall report to the ATLP Trust Board on the committee's proceedings after each committee meeting on all matters within its duties and responsibilities and shall also report to the Trust Board on how the committee has discharged its responsibilities.
- The committee shall make whatever recommendations to the ATLP Trust Board it deems appropriate on any area within its remit where action or improvement is needed.
- The committee shall compile a report on its activities to be included in the ATLP's annual report. The report should describe the work of the audit and risk committee, including:
  - the significant issues that the committee considered in relation to the financial statements and other regulatory returns and how these issues were addressed;
  - an explanation of how the committee has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans; and
  - an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services, having regard to matters

communicated to it by the auditor and all other information requirements set out in the FRC's Ethical Standards.

- In compiling their reports, the committee should exercise judgement in deciding which of the issues it considers in relation to the financial or risk statements are significant, but should include at least those matters that have informed the board's assessment of whether the ATLP is a going concern. The report to members need not repeat information disclosed elsewhere in the annual report and accounts but could provide cross-references to that information.

## **Other matters**

The committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the governance support function for advice and assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new committee members and on an ongoing basis for all committee members.
- Give due consideration to all relevant laws, regulations and statutory guidance, and any other applicable documents, as appropriate.
- Be responsible for oversight of the coordination of the internal and external auditors.
- Oversee any investigation of activities which are within its terms of reference.
- Work and liaise as necessary with all other board committees ensuring interaction between committees and with the ATLP Trust Board is reviewed regularly, taking particular account of the impact of risk management and internal controls being delegated to different committees.
- Ensure that a periodic evaluation of the committee's performance is carried out.
- At least annually, review the terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the ATLP Trust Board for approval.

## **Authority**

The committee is authorised to:

- Seek any information it requires from any employee of the ATLP in order to perform its duties.
- Obtain, at the ATLP's expense, independent legal, accounting or other professional advice on any matter if it believes it necessary to do so after liaising with the board and the Accounting Officer.
- Call any employee to be questioned at a meeting of the committee as and when required.
- Have the right to publish in the ATLP's annual report, details of any issues that cannot be resolved between the committee and the Trust Board or Members. If the ATLP's Members and/or the Trust Board have not accepted the committee's recommendation on the external auditor appointment, reappointment or removal, the annual report should include a statement explaining the committee's recommendation and the reasons why Members and/or the Trust Board have taken a different position.

## **Policies approval & ratification**

The Audit Committee will review and provide approval and ratification for the below policies, which will be noted at the Trust Board;

- Acceptable Use - Staff

- Acceptable Use - Students
- Accident, Injury and Near Miss Reporting Policy
- Bring your own device Agreement
- Critical Incident Policy
- Freedom of Information Policy
- Data Protection Policy
- ATLP Privacy notice
- Reference Policy
- Social Media Policy
- Whistleblowing Policy

# Finance Committee

## Membership

The committee shall comprise at least three members, two of whom must be trustees. If there are more than three members, the majority of members must be trustees. The ATLP Trust Board may decide to appoint other independent and suitably skilled and experienced individuals to the committee where it is deemed to be in the best interests of the ATLP. At least one trustee who is a member of the committee shall have recent and relevant financial, accounting or audit assurance experience, and the committee as a whole shall have competence relevant to the education and academy trust sector. The Chief Finance Operating Officer, Deputy Chief Finance Officer and the Chair of Trustees will be invited to attend committee meetings.

Members of the committee shall be appointed by the full Trust Board, as proposed by the Chair of the Finance Committee. Appointments shall be for a period of up to four years which may be extended for up to two additional four-year periods.

Only members of the committee have the right to attend committee meetings, however other individuals may be invited to attend all or part of any meeting as and when appropriate. Only trustees and external advisors appointed as committee members are entitled to vote on committee matters. Each committee member present in person shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote. No vote on any matter shall be taken at a meeting unless the majority of members of the committee present are trustees.

The Trust Board shall appoint the committee Chair. In the absence of the committee Chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

## Secretary

The Governance & Compliance Manager, or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## Quorum

The quorum necessary for the transaction of business shall two. Both individuals must be members of the committee and at least one of must be a trustee.

## Frequency of meetings

The Finance Committee shall meet at least three times a year, termly and at appropriate intervals in the reporting and audit cycle and otherwise as required.

Outside of the formal meeting programme, the committee Chair will maintain a dialogue with key individuals involved in the academy trust's governance, including the Chair of the Board, the Accounting Officer and the Chief Financial Operating Officer.



## **Notice of meetings**

Meetings of the committee shall be called by the secretary of the committee at the request of the committee Chair or any of its members, or at the request of the external audit lead partner or head of internal audit if they consider it necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

## **Minutes of meetings**

The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated to the committee Chair. Once the draft has been approved by the Chair, minutes should be circulated to all committee members & made available to the board unless, exceptionally, it would be inappropriate to do so. Minutes must be formally approved at the next meeting.

## **Engagement with members and stakeholders**

The committee Chair is encouraged to attend the annual general meeting of the ATLP's Members to answer any questions on the committee's activities. In addition, the committee Chair should seek engagement with other key stakeholders on significant matters related to the committee's areas of responsibility.

## **Duties**

The Finance Committee should have oversight of the ATLP as a whole and, unless required otherwise by regulation or statutory guidance, carry out the duties below, as appropriate.

### ***Financial Reporting & Budgeting***

- Detailed consideration of the annual budget and ongoing management and oversight;
- To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out by the ATLP and individual schools strategic plans.
- To consider requests for supplementary expenditure, formal tenders and make appropriate recommendations to the Trust Board.
- To scrutinise ahead of making endorsements to the Trust Board; formal tenders and the collective purchase of goods and services as outlined in the Scheme of Delegation.
- To review financial policy including consideration of long-term planning and resourcing in accordance with the ATLP's development plans.
- Monitoring the financial performance and efficiency of the ATLP and holding the CFOO to account;
- Monitoring the use of the pupil premium and other earmarked or dedicated funds whilst receiving and considering the comments and feedback of the Advisory Vulnerable Children Committee and the School Improvement Scrutiny Committee.

## **Expenditure**

- To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan and with the financial regulations of the ATLP, drawing any matters of concern to the attention of the Board.

Authorisations as outlined in the Scheme of Delegation, subject to ESFA approval.

## **Funding**

- To consider each schools indicative funding, notified annually by the DfE/EFA and to assess its implications for the relevant school. This will be in consultation with the Chief Finance & Operations Officer, supported by the Chief Executive Officer in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.
- To consider and recommend acceptance or non-acceptance of budgets each year.

## **Financial Procedures**

- To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- To prepare the financial statement to form part of the annual report of the Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement.

## **Asset Management**

- Approval and management of the SCA & devolved capital strategy.
- To confirm that an asset recording system is in place alongside the management of the ATLP's asset plan; including an inventory and fixed asset register for each school, their security and appropriate insurances.

## **Other matters**

The Finance Committee must receive the reports of the Audit Committee on the effectiveness of the financial and business procedures, controls and risk, and arrange for any actions required to be taken in timely manner.

The Finance Committee refers to the ATLP scheme of delegation for the terms of reference relating to their function and activities.

## **Policies approval & ratification**

The Finance Committee will review and provide approval and ratification for the below policies, which will be noted at the Trust Board:

- Finance Policy
- Lettings Policy
- Travel and Subsistence policy

# School Improvement Scrutiny Committee

## Membership

The committee shall comprise at least five members, three of whom must be trustees. If there are more than five members, the majority of members must be trustees. The committee shall include the Director of Education as an ex-officio member. The ATLP Trust Board may decide to appoint other independent and suitably skilled and experienced individuals to the committee where it is deemed to be in the best interests of the ATLP.

Members of the committee shall be appointed by the full Trust Board. Trustee appointments shall be for a period of up to four years which may be extended for up to two additional four-year periods.

Only members of the committee have the right to attend committee meetings, however other individuals may be invited to attend all or part of any meeting as and when appropriate, with the exception of the ATLP Chief Executive Officer who may attend committee meetings at their discretion. Only trustees and external advisors appointed as committee members are entitled to vote on committee matters. Ex-officio committee members do not hold voting rights. Each eligible committee member present in person shall be entitled to one vote. Where there is an equal division of votes the committee Chair shall have a casting vote. No vote on any matter shall be taken at a meeting unless the majority of committee members present are trustees.

The Trust Board shall appoint the committee Chair. In the absence of the committee Chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

## Secretary

The Governance & Compliance Manager or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

The Committee will receive reports from the trust, its schools and external improvement partners in sufficient detail to enable it to undertake its strategic responsibilities for scrutiny, evaluation and implementing corrective action. Whenever possible and with due regard for any sensitive information discussed by the committee, reports will be shared across the schools.

## Quorum

The quorum necessary for the transaction of business shall two. Both individuals must be trustees and standing members of the committee.

## Frequency of meetings

The committee shall meet at least three times a year, termly and at appropriate intervals in the reporting and academic cycle and otherwise as required. The committee will convene an additional meeting in the Winter term to consider academic results.

Outside of the formal meeting programme, the committee Chair will maintain a dialogue with key individuals involved the school improvement programme, namely the Chief Executive Officer, Directors of Education (Primary and Secondary) and Senior Strategic Leads.

### **Notice of meetings**

Meetings of the committee shall be called by the secretary of the committee at the request of the committee Chair or any of its members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

### **Minutes of meetings**

The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated to the committee Chair. Once the draft has been approved by the Chair, minutes should be circulated to all committee members & made available to the board unless, exceptionally, it would be inappropriate to do so. Minutes must be formally approved at the next meeting.

### **Engagement with members and stakeholders**

The committee Chair should regularly solicit feedback from local school Support and Challenge, Vulnerable Children & Community Advocates on the impact of individual school improvement plans and outcomes. Where possible, committee members should ensure first-hand engagement with the local governance level through the support of panel meetings, observing committee meetings or attending the annual ATLP Governance Event..

### **Duties**

The committee should have oversight of the ATLP as a whole and carry out the duties below:

#### **Purpose:**

To monitor the quality of education and student progress across the Trust, and to secure sustained school improvement in all academies in the Trust through holding Trust leaders to account for these areas of responsibility.

#### **Action:**

#### **Consider:**

- Reports from Director of Education and strategic leads
- Reports from the Vulnerable Students Lead
- School improvement partner reports
- OFSTED inspection reports
- Outcome Data
- Progress data
- Reports from Headteachers if applicable
- The Committee may also seek reports, either written or in person from headteachers of individual academies on specific issues.

**Monitor:**

- Curriculum design and appropriateness across the Trust
- Educational outcomes (across the Trust and in individual academies)
- Behaviour (including attendance, suspensions and exclusions)
- Leadership
- KPIs related to staffing and leadership structure, including PTR, headteacher absence and alternative support models
- Cost effectiveness of staffing structure
- Progress against key issues for school improvement across the Trust, in individual academies and, where appropriate, school improvement plans and school self-evaluations
- Progress of vulnerable students and the effectiveness of pupil premium spending
- Effectiveness of schools' work to promote inclusion, diversity and equality
- Academies with specific vulnerabilities using the SPR dashboard
- Quality and effectiveness of central school improvement services

**Accountability:**

- Approve policies related to curriculum and assessment on behalf of the Board
- Hold to account the Director of Education, Vulnerable Children Lead and strategic leads for the effectiveness of school improvement across the Trust
- Ensure improvement in academies where vulnerabilities are identified
- Ensure student progress in all academies is in line with the National average or better
- Review effectiveness in achieving its purposes
- Report to the Trust Board

**Reporting responsibilities**

The committee Chair shall report to the ATLP Trust Board on the committee's proceedings after each committee meeting on all matters within its duties and responsibilities and shall also receive an update on the annual accountability statements<sup>3</sup> (published on ATLP websites) on how pupil premium funding is utilised and the impact it has on the attainment of disadvantaged pupils.

**Policies approval & ratification**

The Committee will review and provide approval and ratification for the below policies, which will be noted at the Trust Board:

- ATLP Assessment & Feedback Secondaries KS3 Policy

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<sup>3</sup> <https://www.gov.uk/government/publications/pupil-premium/pupil-premium>

# **Pay & Appraisals Committee**

## **Membership**

The committee shall comprise at least two members, both of whom shall be trustees. The ATLP Trust Board may decide to appoint additional trustees and/or other independent and suitably skilled and experienced individuals to the committee where it is deemed to be in the best interests of the ATLP. The Chair of the ATLP Trust Board may serve as a member of the Committee. A representative from HR should be in attendance.

Appointments to the committee are made by the ATLP Trust Board and shall be for a period of up to four years which may be extended for up to two additional four-year periods.

Only members of the committee have the right to attend committee meetings. However, other individuals including external advisors may be invited to attend for all or part of any meeting, as and when appropriate. However, no individual should be present when their own remuneration package or performance is being discussed.

Only trustees and external advisors appointed as committee members are entitled to vote on committee matters. Each committee member present in person shall be entitled to one vote. Where there is an equal division of votes the committee Chair shall have a casting vote.

The board shall appoint the committee Chair who shall be an independent trustee of the ATLP and who should have served on the ATLP Trust Board for at least 12 months. In the absence of the committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

## **Secretary**

The Trust Board shall appoint a secretary to the committee. The appointed secretary will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

## **Quorum**

The quorum necessary for the transaction of business shall be two, both of whom must be trustee members of the committee.

## **Frequency of meetings**

The committee shall meet at least once a year and otherwise as required.

## **Notice of meetings**

Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the

committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

### **Minutes of meetings**

The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated to the committee Chair. Once the draft has been approved by the Chair, minutes should be circulated to all committee members. Minutes must be formally approved electronically by members within three months of the meeting.

Minutes will be shared beyond the committee by exception only in order to maintain confidentiality and avoid any potential conflict should an appeal be raised.

### **Engagement with members and other stakeholders**

The committee Chair should attend the members' annual general meeting to answer any members' questions on the committee's activities. In addition, the committee chair should seek engagement with members and other key stakeholders on significant matters related to the committee's areas of responsibility.

### **Duties**

The committee should carry out the duties detailed below for the ATLP as a whole. The committee shall:

#### ***Remuneration:***

- Have delegated responsibility for considering and recommending to the Trust Board the MAT's policy for executive remuneration, in accordance with the Department for Education's Governance Handbook, Setting Executive Salaries: Guidance for Academy Trusts, the Academy Trust Handbook, the Academies Accounts Direction and any other relevant guidance.
- Establish remuneration frameworks and policies that promote and support alignment with the ATLP's long-term charitable aims and purposes, with any performance-related pay schemes relevant and proportionate to the academy trust sector. Any proposals recommended to the ATLP Trust Board must satisfy the ESFA requirements of:
  - Being agreed by the Trust Board in advance of any compensation;
  - Decided with independence and objectivity, avoiding conflicts of interest;
  - Being robust in its application in light of the ATLP's educational and financial performance as well as reflecting the level of challenge of each role involved;
  - Demonstrating value for money, being proportionate and defensible in terms of public sector pay;
  - Disclosing other commercial arrangements of executives in the annual reports and accounts as required in the Academies Accounts Direction and the Charities SORP;
  - Being fully documented;
  - Not outpacing the pay of teachers; and
  - Being aware of the ability of ESFA to challenge decisions
- When determining remuneration policy and practices, consider:
  - The School Teacher's Pay and Conditions Document (STP&C)

- The Green Book (National agreement for Support Staff)
- the DfE and ESFA requirements for pay to be underpinned by the Nolan Principles and:
  - To be justifiable and in the best interests of the ATLP;
  - Reflect the breadth and level of the individual's responsibilities; and
  - Demonstrate value for money.
- In determining remuneration policy, take into account all other factors which it deems necessary, including relevant legal and regulatory requirements, the provisions of DfE and ESFA guidance, including the funding agreement. The objective of such policy shall be to attract, retain and motivate executives of the quality required to run the ATLP successfully without paying more than is necessary, having regard to the views of members, other stakeholders and the public sector market. The policy should be robust in its decision-making processes, transparent, proportionate, reasonable and justifiable to all staff
- Review the ongoing appropriateness and relevance of the remuneration policy. The committee should undertake benchmarking exercises when reviewing its approach to executive remuneration. Where the academy trust is an outlier in that benchmarking exercise, an explanation should be provided. Where performance management and salary increases are deemed contentious, the decision-making argument supporting them must be justifiable.
- Within the terms of the agreed policy and in consultation with the Accounting Officer, as appropriate, determine the total individual remuneration package of each executive staff member, including bonuses or performance-related payments. The choice of financial, non-financial and strategic measures is important, as is the exercise of independent judgement and discretion when determining remuneration awards, taking account of the academy trust and individual performance, and wider circumstances.
  - Increases should not be awarded automatically but in line with clear, measurable key performance indicators and should not outpace teacher pay increases.
  - The committee should advise the ATLP board as to an executive's eligibility for either the Teacher's Pension Scheme or the Local Government Pension Scheme. It is for the ATLP Board of Trustees to decide which scheme is most appropriate.
  - The committee should take into consideration the proposed remuneration's potential impact on long-term plans to approach ESFA for a loan or a Condition Improvement Loan, which could be adversely affected by remuneration levels deemed as 'Executive High Pay' by ESFA.
- Have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the ATLP after liaising with the Trust Board and the Accounting Officer. However, the committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants.
- Review workforce remuneration and related policies and provide recommendations to the full Board where appropriate.

## **Appraisal**

- Agree performance objectives with the Executive Leadership Group <sup>4</sup>
- To determine whether the outcome of the Executive Leadership Team member's appraisal meet the criteria for pay progression as covered under the adopted pay policy;
- To receive the appraisal outcomes for all staff, and to approve/ratify recommendations whether criteria are met for pay progression as covered under the adopted pay policy;
- To support the Chief Executive Officer with the annual report to the Board on appraisal arrangements and outcomes;

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<sup>4</sup> Chief Executive Officer, Chief Finance & Operations Officer, Director of Education ,HR Director, Operations & Estates Director & Deputy Chief Finance Officer



- To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board

## **Reporting responsibilities**

The committee Chair shall report to the Trust Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.

The committee shall provide a description of its work in the annual report, including the process used in relation to appraisal and remuneration setting.

The committee shall also ensure that provisions regarding disclosure of information as set out in the Charities SORP and DfE/ESFA, statutory guidance is fulfilled, and that a report on trustee expenses and related party transaction policy and practices is included in the ATLP's annual report and presented to members at the AGM.

If the committee has appointed remuneration consultants, the consultant shall be identified in the annual report alongside a statement about any other connection it has with the ATLP or individual trustees or senior leaders.

## **Other matters**

The committee shall;

- Have access to sufficient resources in order to carry out its duties.
- Give due consideration to all relevant laws and regulations, the provisions of DfE and ESFA guidance, including the funding agreement as appropriate.
- Ensure that a periodic evaluation of the committee's own performance is carried out.
- At least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trust Board for approval.

# Workforce Committee

## Membership

The committee shall comprise at least three trustee members and the HR Director who shall be a member ex-officio. The ATLP Trust Board may decide to appoint additional trustees and/or other independent and suitably skilled and experienced individuals to the committee where it is deemed to be in the best interests of the trust. If there are more than three members, the majority of members must be trustees. The chair of the ATLP Trust Board may serve as a committee member.

Appointments to the committee are made by the ATLP Trust Board and shall be for a period of up to four years which may be extended for up to two additional four-year periods.

Only members of the committee have the right to attend committee meetings. However, other individuals including external advisors may be invited to attend for all or part of any meeting, as and when appropriate. The Chief Finance and Operations Officer shall be invited to attend committee meetings.

Only trustees and external advisors appointed as committee members are entitled to vote on committee matters. Ex-officio committee members do not hold voting rights. Each eligible committee member present in person shall be entitled to one vote. Where there is an equal division of votes the committee Chair shall have a casting vote.

The board shall appoint the committee Chair who shall be an independent trustee of the ATLP. In the absence of the committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board.

## Secretary

The Governance & Compliance Manager or their nominee shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

## Quorum

The quorum necessary for the transaction of business shall be three, two of whom must be trustee members of the committee.

## Frequency of meetings

The committee shall meet at least termly and otherwise as required.

## Notice of meetings

Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the

committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

### **Minutes of meetings**

The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated to the committee Chair. Once the draft has been approved by the Chair, minutes should be circulated to all committee members & made available to the board unless, exceptionally, it would be inappropriate to do so. Minutes must be formally approved at the next meeting.

### **Engagement with members and other stakeholders**

The committee Chair should attend the members' annual general meeting to answer any members' questions on the committee's activities. In addition, the committee chair should seek engagement with members and other key stakeholders on significant matters related to the committee's areas of responsibility.

### **Duties**

The committee should carry out the duties detailed below for the ATLP as a whole. The committee shall:

#### ***Consider workforce development and strategy;***

- Recommend the strategic direction and monitor implementation programmes for all workforce issues and service delivery in line with the ATLP HR Strategy and wider strategic objectives;
- Review key workforce indicators including, but not exclusively, staff survey outcomes, sickness absence, continuous professional development, appraisal, turnover and mandatory training;
- Monitor the Trusts performance and progress in improving staff health and wellbeing.
- Ensure plans are in place for orderly succession to board, executive leadership and headteacher positions and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the ATLP, and the skills and expertise needed on the board and amongst senior management in the future.
- Consider and recommend to the Trust Board changes to central and school staffing structures, and changes to employee terms and conditions.
- Review the adequacy and security of the ATLP's arrangements for its employees, contractors and external parties to raise concerns in confidence. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action; and provide assurance to the Board that matters are dealt with in line with policy and national guidance;
- Provide assurance to the Trust Board that the organisation is compliant with relevant legislation, appropriate external requirements and policies;
- Approve appropriate policies in line with Trust Board delegations.

### **Reporting responsibilities**

The committee Chair shall report to the Trust Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.

The committee shall provide a description of its work in the annual report, including the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline at executive, non-executive and board levels.

### **Other matters**

The committee shall;

- Have access to sufficient resources in order to carry out its duties.
- Give due consideration to all relevant laws and regulations, the provisions of DfE and ESFA guidance, including the funding agreement as appropriate.
- Ensure that a periodic evaluation of the committee's own performance is carried out.

At least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trust Board for approval.

### **Policies approval & ratification**

The Committee will review and provide approval and ratification for the below policies, which will be noted at the Trust Board:

- Capability Policy
- Professional development policy
- Recruitment and selection policy for employees and volunteers

# **Disciplinary Committee**

## **Membership**

The ATLP will form disciplinary committees as required, when the severity of the matter may lead to dismissal. Disciplinary matters that shall not result in dismissal are resolved by disciplinary hearings, undertaken by relevant leaders as per the Disciplinary Policy and Scheme of Delegation

Each disciplinary committee shall comprise at least three members, two of which must be Trustees. The third member may be either a further Trustee or the CEO, CFOO or Director of Education, provided they have had no involvement in earlier stages. A representative from HR must attend, and the investigating officer should normally attend to present the investigation. As the committees are called as and when required, there are no permanent committee members. Every trustee is eligible for membership, including the Chair of the ATLP Board. Disciplinary committee meetings will be chaired by a nominated member of the committee as formed for the case.

Anyone involved in the investigatory stage of a disciplinary matter may not be involved in making decisions at any subsequent disciplinary committee hearing. Any member of a disciplinary committee may not be a member of the subsequent appeals panel if the matter progresses to appeal. Due to this, membership of a subsequent appeals panel should be identified at the same time as identification of the disciplinary committee panel.

The Committee may have an advisor at all meetings. The advisor is not eligible to vote.

## **Secretary**

The HR representative in attendance will act as secretary for the disciplinary committee meeting.

## **Quorum**

The quorum necessary shall be three trustees.

## **Voting**

Every motion that comes before the committee shall be decided by a majority of the votes cast. In the event of a tie-vote, the motion is defeated. Three trustees are required to uphold a decision to dismiss an employee.

## **Frequency of meetings**

The committee shall meet as required.

## **Notice of meetings**

In accordance with ATLP's Disciplinary Policy, the manager will be responsible for ensuring that all of the arrangements for the committee are made, and that the employee receives the appropriate paperwork and notice of the meeting.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with the format for disciplinary committee hearing, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. All committee meetings shall be in private, and minuted. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

The employee(s) shall be entitled to attend the committee meeting, to be accompanied by a colleague who is an employee of ATLP or a Trade Union representative if he/she wishes, to call witnesses in his/her defence where appropriate and to question any witness bringing evidence against him/her.

If the employee wishes to bring a companion, the employee is responsible for providing papers to their companion.

### **Minutes of meetings**

The secretary shall minute the proceedings and decisions of the committee meeting including the names of those present and in attendance.

The Committee shall consider its decision in private except for the presence of the secretary. Private deliberations shall not be minuted.

Draft minutes of the committee meeting shall be circulated to committee chair. Once approved, they shall be used to confirm the outcome in writing and be sent to the employee within the timescale set out in the policy

### **Duties**

The committee should carry out the duties detailed below for the disciplinary issues related to all roles within the ATLP with the exception of the CEO & CFOO, for whom disciplinary issues are matters for the full Board.

- Consider any disciplinary matter escalated to a disciplinary committee meeting in accordance with the disciplinary policy adopted by the ATLP.
- Determine / recommend the appropriate disciplinary outcome of a matter (as appropriate per scheme of delegation).
- Ensure that processes are in place to ensure outcomes of a matter are communicated to related parties including public authority bodies as required (e.g. DBS register).
- Ensure that the member of staff is notified of the decision, the reason for it and that the member of staff has a right of appeal against the decision.

### **Reporting Responsibilities**

An overview of disciplinary committee activities shall be provided to the Trust Board periodically by the ATLP Executive Team.

Disciplinary committee outcomes relating to wider ET & HTs shall be reported to Trustees at the Trust Board at the next meeting, less any appeal panel as required by appeal timescales.

# Appeals and Exclusions Committee

## Membership & Quorum

The ATLP will form appeals and exclusions committees as and when required. The composition of the committee will be determined by the nature of the appeal, and/or appeal or exclusion stage as defined by ATLP policies. As the committees are called as and when required, there are no permanent committee members. Every trustee is eligible for membership, including the Chair of the ATLP Board. All advocates are eligible for membership of exclusion committees. When trustees are identified for employee disciplinary committees, trustees to form any subsequent appeals panel shall also be identified.

***Disciplinary & Dismissals Appeal (all staff):*** Three trustees of differing composition to the original committee with HR in attendance.

The employee(s) shall be entitled to attend the hearing, to be accompanied by a friend or representative if they wish (including union representative), to call witnesses in their defence where appropriate and to question any witness bringing evidence against themselves.

The quorum for the committee will be 3.

***Stage 1 Pay or Appraisal Appeal (all staff excluding Executive Team):*** At least one trustee member of the Pay and Appraisal Committee with HR in attendance.

The employee(s) shall be entitled to attend the hearing, to be accompanied by a friend or representative if they wish (including union representative), to call witnesses in their defence where appropriate and to question any witness bringing evidence against themselves.

The quorum for the committee will be 1.

***Stage 2 Pay or Appraisal Appeal (all staff excluding Executive Team):*** Three trustees of differing composition to the original committee with HR in attendance.

The employee(s) shall be entitled to attend the hearing, to be accompanied by a friend or representative if they wish (including union representative), to call witnesses in their defence where appropriate and to question any witness bringing evidence against themselves.

The quorum for the committee will be 3.

***Pay or Appraisal Appeal (Executive Team):*** At least two trustees of differing composition to the Pay and Appraisal Committee. Trustees may appoint associate members to serve on an Executive Team pay appeal panel. Such members may have voting rights only as determined by the Board and in line with the Articles of Association.

The employee(s) shall be entitled to attend the hearing, to be accompanied by a friend or representative if they wish (including union representative), to call witnesses in their defence where appropriate and to question any witness bringing evidence against themselves.

The quorum for the committee will be 2.

**Student Suspensions (Fixed-term) and Permanent Exclusions:** Three members, comprising ATLP advocates or trustees. The advocates may be associated with any school within the ATLP.. Appropriate advocates will be determined by their skills, knowledge, experience and availability, at least one advocate must have participated on an ATLP Exclusions panel previously or have demonstrable recent/significant working knowledge of exclusions. If it is not practicable for a sufficient number of trustees or advocates to consider an exclusions decision before examination, a smaller sub-committee comprising at least one trustee will consider the exclusion and decide whether or not to reinstate the student.

Parents and, where requested, a friend or representative, the headteacher, member of the LA will be invited to attend the committee meeting. Where a suspension or permanent exclusion meeting relates to a child in care, the Virtual School Head will be invited.

### ***Pupil Exclusions Appeals – Permanent (Independent Review Panel):***

Three to five members representing the following:

- A lay member to chair the panel. This individual will not have worked in any school in a paid capacity.
- A current or former school governor/trustee who has served for at least 12 consecutive months in the last five years.
- A headteacher or individual who has been a headteacher within the last five years.

A five-member panel must be constituted with two members from each of the categories of school governors and headteachers. A person may not serve as a member of a review panel if they:

- are a director of the ATLP;
- are the headteacher of the school who has permanently excluded the pupil or anyone who has held this position in the last five years;
- are an employee of the ATLP
- have, or at any time have had, any connection with the ATLP, school, parents or pupil, or the incident leading to the permanent exclusion, which might reasonably be taken to raise doubts about their impartiality; or
- have not had the required training within the last two years

### **Secretary**

The Governance & Compliance Manager will appoint a secretary for each meeting. For independent review panels, the secretary should not have served as clerk to the earlier exclusion panel.

### **Voting**

Every motion that comes before the Committee shall be decided by a majority of the votes cast. In the event of a tie-vote, the motion is defeated.

### **Frequency of meetings**

The committee shall meet as required.

Any meeting to consider reinstatement of an excluded student will be arranged at a date and time convenient for all parties, and in compliance with any statutory time limits.



## **Notice of meetings**

Meetings of the committee shall be called by the secretary of the committee at the request of the agreed committee chair.

Unless otherwise agreed or in accordance with legislative requirements, notice of each meeting confirming the venue, time and date together with the format for the committee hearing, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. All committee meetings shall be in private, and minuted. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

## **Minutes of meetings**

The secretary shall minute the proceedings and decisions of the meeting, including the names of those present and in attendance.

The Committee shall consider its decision in private except for the presence of the secretary and the Committee's advisor. Private deliberations shall not be minuted.

Draft minutes of committee meetings shall be circulated to the committee chair. Once approved, they shall be used to confirm the outcome in writing and sent to the relevant parties within the timescales outlined on the relevant policy.

Minutes will be made available to all parties on request.

## **Duties**

The committee should carry out the duties detailed below;

## **Appeals**

- To consider appeals for any reason and make the appropriate decision based on the evidence presented to the meeting and the related policies and procedures in effect, and communicate the outcome of the decision to employees, leadership and the Trust Board.
- Regular review of related policies, with recommendations for changes to be made to the full Board.

## **Exclusions**

- Meet to review fixed period exclusions in excess of five days<sup>5</sup> where requested by the student's parents or without parental request where a student has been excluded for more than fifteen school days in a term, and all permanent exclusions whether or not parents make representations or exercise the right to attend.
- Consider the interests and circumstances of an excluded pupil, including the circumstances in which the pupil was excluded and any parental or student representations, and have regard to the interests of other pupils and people working at the school.
- To consider the reinstatement of an excluded pupil if:
  - the exclusion is permanent

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<sup>5</sup> A committee will be required to meet and consider the exclusion if consider if exclusion would result in a student missing a public examination regardless of the five-day threshold being met

- it is a fixed period exclusion which would bring the pupil's total number of school days of exclusion to more than fifteen in a term, or
  - it would result in a pupil missing a public examination or national curriculum test.
- To notify the parents of the excluded pupil, the headteacher and the LA of their decision following the consideration of an exclusion, in writing, without delay and in full as outlined in the exclusions policy.
- Record the outcome of its consideration on the pupil's educational record, along with copies of relevant papers for future reference.

## **Reporting Responsibilities**

An overview of appeals and exclusions activities shall be provided to the Trust Board by way of the relevant sub-committees i.e. Workforce Committee and School Improvement Standards Scrutiny Committee periodically by the ATLP Executive Team.

# Advisory Hub Committee

## Membership

The ATLP shall have at least four Advisory Hub Committees. Each Advisory Hub Committee shall, unless the Trust Board resolve otherwise, have up to 30 Advocate members appointed by the Board, of whom:

- 2 Advocate members must be parents of students at ATLP schools. Parent advocates are representative parents, rather than representatives of parents.
- Each school represented by a committee must have at least one Advocate (where in role) member who serves either as a Community Advocate, Safeguarding Advocate Support and Challenge Advocate.

Each committee shall also comprise an ex-officio member who shall be a member of the ATLP Education Leadership Team, either the Director of Education or an Education Strategic Lead.

The term of office for any Advisory Hub Committee member shall be four years, save that this time limit shall not apply to Advocates who previously served as local governors at ATLP schools prior to September 2022, for whom may have a two-year term of office. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

Only members of the committee have the right to attend committee meetings, however other individuals may be invited to attend all or part of any meeting as and when appropriate. Members of the ATLP Trust Board are welcome to attend Advisory Hub Committee meetings at their discretion.

The ATLP Trust Board shall appoint a trustee from within their number to Chair each Hub Committee. In the absence of the Committee Chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

## Secretary

The Governance and Compliance Manager shall support the committees in meeting preparation. Meeting notes shall be taken by an attendee at each meeting.

## Quorum

The quorum necessary for the transaction of committee business shall be at least 4 committee members, including the Committee Chair and ex-officio members.

## Voting

Only committee members are entitled to vote on committee matters. Ex-officio committee members are not eligible to vote. Each eligible committee member present in person shall be entitled to one vote. Where there is an equal division of votes the committee Chair shall have a casting vote.

## Frequency of meetings

The committee shall meet at least three times a year, termly and otherwise as required.

### **Notice of meetings**

Meetings of the committee shall be called by the Governance & Compliance Manager.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be shared with committee members and to other attendees, as appropriate, at the same time.

### **Minutes of meetings**

A nominated committee member shall take notes of committee meeting proceedings and decisions, including recording the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated to the committee Chair. Once the draft has been approved by the Chair, minutes should be circulated to all committee members & made available to the ATLP Trust Board. Minutes must be formally approved at the next meeting.

### **Engagement with other stakeholders**

Committee members should seek engagement with their local-school peers and functional advocates at other schools outside of the committee forum on significant matters related to the committee's areas of responsibility.

### **Duties**

The committees shall carry out the duties detailed below for the ATLP as a whole with participants contributing oversight from their specific school. The committee shall:

- Ensure that schools are fostering the ATLP's vision of enriching children's lives through collaboration, support and challenge so that every child is successful;
- Scrutinize ATLP school partnership working and the effectiveness of good practice dissemination, collaboration and Trust-wide training;
- Understand their school's improvement and curriculum plans, identifying areas of strength and weakness and strategies to address across the ATLP;
- Review schools progress against performance targets and development plans and identify themes and trends.
- Understand what services currently exist in ATLP local communities & where there are gaps, including nursery provision;
- Monitor the impact of the Safeguarding policy across the ATLP family of schools and make recommendations for any areas of improvement to ensure alignment and consistency of ATLPs safeguarding approach and evidenced commitment across all schools.
- Identify potential ways to improve local ways of working in the light of knowledge gained through national and local experience and research, and to make sure that any lessons learnt or shared, are understood and acted upon.
- Committee members may be asked to serve on a complaints/appeals panel as necessary to consider:
  - Appeals

- Complaints
- Exclusions

## **Reporting Requirements**

- Trustees attending Hub committees should ensure that the views of the committees are well-communicated to the Trust Board.
- The committees shall make whatever recommendations to the board they deem appropriate on any area within their remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.

## **Other matters**

The committees shall;

- Give due consideration to all relevant laws and regulations, the provisions of DfE and ESFA guidance.
- Ensure that a periodic evaluation of their committee's own performance is carried out.
- At least annually, comment upon the effectiveness of the Trust's governance arrangements and recommend any changes they consider necessary to the Trust Board for approval.

# **Advisory Vulnerable Children Committee**

## **Membership**

The Advisory Vulnerable Children Committee shall, unless the Trust Board resolve otherwise, have up to 24 Vulnerable Children Advocates members appointed by the Board, of whom:

- 2 Advocate members must be parents of students at ATLP schools. Parent advocates are representative parents, rather than representatives of parents.

The Committee shall also comprise the ATLP's Vulnerable Children Lead, who will be an ex-officio member of the committee.

Committee members may choose to co-opt up to 2 additional committee members if approved by the Trust Board.

The term of office for any Advisory Hub Committee member shall be four years, save that this time limit shall not apply to Advocates who previously served as local governors at ATLP schools prior to September 2022, for whom may have a two-year term of office. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

Only members of the committee have the right to attend committee meetings, however other individuals may be invited to attend all or part of any meeting as and when appropriate. Trust SENCO representatives may be encouraged to attend periodically. Members of the ATLP Trust Board are welcome to attend Advisory Hub Committee meetings at their discretion.

The ATLP Trust Board shall appoint a trustee from within their number to Chair each Hub Committee.

## **Secretary**

The Governance and Compliance Manager shall support the committees in meeting preparation. Meeting notes shall be taken by an attendee at each meeting.

## **Quorum**

The quorum necessary for the transaction of committee business shall be at least 6 committee members, including the Chair of the Committee, excluding trustee attendees.

## **Voting**

Only committee members are entitled to vote on committee matters. Ex-officio committee members are not eligible to vote. Each eligible committee member present in person shall be entitled to one vote. Where there is an equal division of votes the committee Chair shall have a casting vote.

## **Frequency of meetings**

The committee shall meet at least three times a year, termly and otherwise as required.

## **Notice of meetings**

Meetings of the committee shall be called by the Governance & Compliance Manager.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

## **Minutes of meetings**

A nominated committee member shall take notes of committee meeting proceedings and decisions, including recording the names of those present and in attendance. Draft minutes of committee meetings shall be circulated to the committee Chair. Once the draft has been approved by the Chair, minutes should be circulated to all committee members & made available to the board. Minutes must be formally approved at the next meeting.

## **Engagement with other stakeholders**

Committee members should seek engagement with their local-school peers and functional advocates at other schools outside of the committee forum on significant matters related to the committee's areas of responsibility.

## **Duties**

The committee shall carry out the duties detailed below for the ATLP as a whole, with participants contributing oversight from their specific school. The committee shall:

- Review their school's pupil premium plan outcomes and report any anomalies or concerns.
- Ensure that all ATLP schools have a designated teacher appointed to promote the educational achievement of children who are looked after ("LAC") and ensure that staff have the skills, knowledge and understanding necessary to keeping looked after children safe.
- Contribute to verbal reporting about the effectiveness of implementation of the Trust's vulnerable children strategy.
- Check that effective arrangements are in place for the identification and support of vulnerable pupils (including children in care and young carers) and strong partnerships with relevant agencies
- To improve local ways of working in the light of knowledge gained through national and local experience and research, and to make sure that any lessons learnt or shared, are understood and acted upon.
- Committee members may be asked to serve on a complaints/appeals panel as necessary to consider:
  - Appeals
  - Complaints
  - Permanent exclusions

## **Reporting**

- Ensure that the views of the committee are well-communicated to the Trust Board.

- The committee shall make whatever recommendations to the board they deem appropriate on any area within their remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.
- At least annually, comment upon the effectiveness of the Trust's governance arrangements and recommend any changes they consider necessary to the Trust Board for approval.