



HILLCREST EARLY YEARS ACADEMY

TERMS OF REFERENCE FOR GOVERNANCE

This document defines the roles of, the terms of reference for and the scheme of delegation for the Directors (Members), the Local board of trustees and its committees (collectively referred to here as the **Terms of Reference**).

The Members will review these Terms of Reference together with the membership of the Local board of trustees and committees at least once every twelve months.

These Terms of Reference may only be amended by the Members. The functions, delegations, duties and proceedings of committees set out in these Terms of Reference shall also be subject to any regulations made by the Members from time to time.

Related Documents:

Articles of Association of Hillcrest Early Years Academy Limited
Academies Financial Handbook 2021
Register of Business and Pecuniary Interests

Date last approved by the Board:

Date for next review:

1. Structure

1.1 The Members of the Trust are akin to the shareholders of a company (except that they do not receive dividends). They have ultimate control over the Trust. They have a number of statutory rights and also rights set out in the Trust's Articles of Association (the **Articles**). The Members are aware of, and accept, the Nolan Committee's Seven Principles of Public Life.

1.1.1 The statutory rights of the Members are:

- The right to remove Trustees/Committee members
- The right to amend the Articles
- The right to receive annual accounts
- The right to appoint the auditors

1.1.2 The rights of the Members under the Articles are:

- The appointment of Trustees
- The appointment and removal of Members

1.2 The Board has overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of any new joining Academies.

1.3 The Members board fulfils its responsibilities through strategic planning and by the setting of overarching policy and standards, as well as taking responsibility for the oversight and management of risk. It will put the wellbeing and highest quality education of children first. It will support, monitor and challenge the central team, understanding the challenges and pressures on schools and helping leaders navigate these issues with sensitivity, optimism and ambition. The Board has the authority to direct change where required. It will act with fairness, integrity, and honesty in all its dealings with the academies.

1.4 It is the Board's intention to support each of the academies in the preservation and development of their individual identities and ethos.

1.5 In order to support the effective operation of the Trust and the academies, the Board has established a Finance & Resources committee to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees that the Board has established or may establish in the future.

1.6 The Board has established three types of committee.

Main Board committees which are established to deal with Trust-wide matters such as Finance & Resources, Audit & Risk and Standards & Outcomes and trustee bodies which are established by the Board to support the effective operation of the academies.

1.7 The meetings of the Members Board itself will focus on:

- 1.7.1 setting the values, aims and objectives of the academy;
- 1.7.2 strategic planning;
- 1.7.3 reviewing overall progress against the strategic plan and its objectives (particularly in respect of growth and sustainability, facility development, organisation and leadership, and education outcomes), taking action where appropriate;
- 1.7.4 reviewing overall performance of the Trust (particularly in respect of educational outcomes, student welfare, staff development and financial performance terms), taking action where appropriate;
- 1.7.5 the setting of policy and standards;
- 1.7.6 the oversight and management of risk; and

1.7.7 addressing issues raised to its attention by any of its committees, in particular where decisions or priority setting is required.

1.8 The Board will be responsible for the selection, appointment and performance review of the Headteacher.

1.9 The day-to-day management and responsibility for the running of the Academy is delegated by the Board to the Headteacher, who will also serve as the Accounting Officer. The headteacher will be supported by a central management team, including our School Business Manager and Deputy Headteacher.

2 Committees

2.1 The Board has resolved to establish the following Committees:

Finance and Resources
Audit and Risk
Standards and Outcomes

3 Membership – Board Committees

3.1 The Board has the authority to appoint and remove all Trustees.

3.2 The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions. In accordance with best practice, the Board will carry out regular reviews of the skills and experience available to each Board Committee and will seek to develop additional capability and skills where required.

3.3 Each Board Committee shall have a minimum of one member who is a Member. Most Board Committee members must be appointed trustees.

3.4 Any Member is entitled to attend any meeting of a Board Committee.

4 Membership – Local Governing Bodies (LGBs)

4.1 Each LGB operating in respect of one academy shall have a maximum of 10 trustees.

4.2 The membership of each LGB (each a **LGB trustee**) shall include:

- at least two parent trustee (as per the Articles);
- at least five appointed trustees; co-opted trustees shall be appointed on the basis of the skills, capabilities and experience that they bring;
- the Headteacher of the Academy

A Member may be an LGB Member.

4.3 The LGB shall:

4.3.1 Make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Member(s), including any question of whether a person is a parent of a registered pupil at the academy. Any election of a parent member which is contested shall be held by secret ballot;

4.3.2 Make all necessary arrangements for the appointment and recruitment of co-opted LGB Member(s).

4.4 The term of office for any LGB Member shall be four years, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

5 Chairs of Committees

5.1 The members of each Committee shall, at its first meeting of each academic year, elect a member to act as Chair. The committee may also elect a vice-chair or may elect a temporary replacement from among the members present at any meeting where the Chair is absent.

5.2 The members of each LGB shall annually appoint a LGB member who is not an employee of the Trust to act as chair of the LGB, the appointment to be ratified by the Director Board. The LGB members may also elect a vice-chair or may elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

6 Chairs Group

6.1 The Chair of the Board of Members will meet the Chairs of the LGBs for the purposes of:

- Exchanging information
- Maintaining alignment of priorities, values and direction
- Sharing views on strategic matters of mutual interest
- Identifying opportunities for improvement and growth

6.2 Meetings of the Chair Group will be held termly and arranged by the Governance Professional.

7 Authority, remit and responsibilities of the Committees

7.1 Each Committee shall be responsible for the matters as set out in their remit. E.g Finance & Resources

7.2 Each Committee is authorised by the Members to:

7.2.1 carry on any activity authorised by these Terms of Reference; and

7.2.2 seek any appropriate information that it properly requires to carry out its role.

8 Meetings

8.1 The Board of Directors and its Committees (i.e. the Board Committees and the LGBs) will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

8.2 Any Committee member can request that the Chair convenes a meeting of the Committee by giving reason and reasonable notice.

8.3 An agenda, agreed by the Chair, and papers in support of the agenda will be sent to all attendees at least one week before the date of the meeting.

8.4 The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members. 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.

8.5 The Headteacher shall ensure that a governance professional is provided to take minutes at meetings of the Board Committees.

8.6 The quorum for the transaction of the business of LGB shall be a majority of the LGB members. No vote on any matter shall be taken at a meeting of a LGB unless the majority of the members present are LGB members. Each LGB 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.

8.7 The Chair of each LGB shall ensure that a governance professional is provided to take minutes at meetings of the LGB.

8.8 A register of attendance shall be kept for each Committee's meetings and published annually on the website.

8.9 Committees may invite one-off attendance at meetings from persons who are not Committee members or Board members to assist or advise on a particular matter or range of issues. Such persons may speak at the invitation of the Chair but shall not be entitled to vote.

8.10 By agreement of the Chair, and on an exceptional basis, the proceedings of a Committee may be conducted via telephone, video or other appropriate means.

8.11 Should confidential matters be discussed at a meeting of a Committee, these shall be noted in the Confidential Pink papered Part 2 of the minutes. The Chair will decide whether a matter is to be considered confidential. The following is a non-exhaustive list of matters that will generally be regarded to be confidential:

- those concerning specific members of staff or pupils;
- courses of action that might lead to redundancies, disciplinary action or dismissal;
- consideration of legal advice, of estimates or tenders for work or supplies or valuations;
- proposals to suspend or remove a member of a Committee;
- formal complaints – depending on the nature of the complaint;
- matters regarded and identified by the Board as being confidential.

8.12 Within 10 working days of each meeting, each Committee will produce minutes of its meetings. The minutes of each meeting will be agreed by the Chair prior to issue and shall provide, as a minimum, the following:

- Summary of topics discussed
- Identification of any reports or papers discussed
- Record of any decisions made
- Record of actions placed (including actionees and timescales)
- Matters raised to the attention of the Board for information
- Matters raised to the attention of the Board for further discussion

8.13 The minutes shall be provided to the members of the Committee within 15 working days of each Committee meeting. The minutes shall be agreed and approved at the subsequent meeting of the Committee before being uploaded to the website.

8.15 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

8.16 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

9 Conduct of Committee Members

9.1 All Members, LGB and Committee members shall observe at all times the provisions of the Trust's Code of Conduct published on the Academies website.

9.2 Each Local Governing Body will adopt a Code of Conduct for their Academies that as a minimum incorporates the provisions of The Hillcrest Code of Conduct for Governance, in so far as these are applicable in their existing form or in a form modified for the academy.

10 Committee Members' Interests

10.1 The Trust will maintain and publish as required a register of the business and pecuniary interests of Directors, local governors and senior employees. The form of the register is described in the Trust's document entitled, "Register of Business and Pecuniary Interests".

10.2 Committee members are required to declare any business or other interests in any item being discussed at a meeting.

10.3 Each Committee member, if present at a Committee meeting, must disclose their interest, withdraw from the meeting and not vote on a matter if:

10.3.1 There may be a conflict between their interests and the interests of the academy;

10.3.2 There is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or

10.3.3 They have a personal interest in a matter (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter).

11 Disqualification & Removal of Committee Members

11.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

11.1.1 Is or becomes disqualified from holding office under the Trust's Articles of Association;

11.1.2 Is or becomes disqualified from holding office as a trustee or governor of a school or academy;

11.1.3 Is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;

11.1.4 Is barred from any regulated activity relating to children;

11.1.5 Is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

11.1.6 Is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);

11.1.7 Has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;

11.1.8 Refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

11.1.9 Commits a serious breach of the Trust's Code of Conduct or any standing order or protocol implemented by the Board;

11.1.10 Resigns his/her office by notice in writing to the relevant Chair;

11.1.11 In the case of a Headteacher, they cease to be the Headteacher;

11.1.12 In the case of a LGB Member, their term of office expires and they are not re-appointed.